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**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about any aspect of this Notice, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred all your shares in Nam Tai Electronic & Electrical Products Limited, you should immediately hand this Notice to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

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**NOTICE OF COMPULSORY ACQUISITION OF THE SHARES OF  
NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**  
(Section 88(1) of the Companies Law (Cap. 22 (Law 3 of 1961) as consolidated and revised)  
of the Cayman Islands (the “Companies Law”))

**Following  
a voluntary conditional cash offer  
by Yu Ming Investment Management Limited and Somerley Limited  
for and on behalf of  
Nam Tai Electronics, Inc. (the “Offeror”),  
to acquire all the issued shares of HK\$0.01 each in the capital of  
Nam Tai Electronic & Electrical Products Limited (the “Company”)  
(other than those already owned by the Offeror)**

**INTRODUCTION**

On 19 May 2009, the Offeror and the Company issued a joint announcement in respect of a voluntary conditional cash offer by Yu Ming Investment Management Limited and Somerley Limited on behalf of the Offeror to acquire all the issued shares of HK\$0.01 each in the capital of the Company, other than those already owned by the Offeror (“Offer Shares”). On 9 June 2009, the Offeror issued an offer document (the “Offer Document”) and made a voluntary conditional cash offer for the Offer Shares for a consideration of HK\$1.52 per Offer Share (the “Share Offer”).

At 4:00 p.m. on 22 July 2009, the Offeror had received, pursuant to the Share Offer, valid acceptances in respect of 212,604,380 Offer Shares which represent approximately 96% of the Offer Shares.

Terms used in this Notice have the same meaning as those used in the Offer Document unless they are otherwise defined in this Notice.

## **NOTICE OF COMPULSORY ACQUISITION**

Pursuant to the provisions of Section 88(1) of the Companies Law, the Offeror, being the registered holder of not less than ninety per cent of the Offer Shares of the Company, hereby gives you notice:

- (a) that the Offeror intends to acquire the remaining Offer Shares registered in your name at the date of this Notice; and
- (b) that unless an application is made to the Grand Court (the “**Court**”) of the Cayman Islands by you (or another Shareholder) within one month of this Notice and the Court thinks fit to order otherwise, the Offeror will be entitled and bound to acquire your Offer Shares on or about 12 November 2009 (the “**Completion Date**”) for HK\$1.52 in cash per Offer Share (the “**Consideration**”). The Consideration is the same as the General Offer Price payable pursuant to the Share Offer.

The Offer Shares will be acquired at the Completion Date free from all liens, claims, charges, pledges, encumbrances, rights of preemption and any other third party rights of any nature and together with all rights attached thereto including the right to all dividends, rights and other distributions (if any) declared, made or paid thereon after 19 May 2009.

Section 88 of the Companies Law is set out in the Appendix to this Notice.

Dissentient shareholders should consult a law firm authorised to practise the law of the Cayman Islands if they wish to exercise their rights under Section 88 of the Companies Law.

## **PROCEDURE FOR TRANSFER AND SETTLEMENT**

If you wish to voluntarily transfer your Offer Shares to the Offeror for the Consideration, you must complete and sign the enclosed Form of Request and return it together with the share certificate(s) for your Offer Shares and/or transfer receipt(s) and/or any other documents of title (and/or an indemnity or indemnities required in respect thereof) for all

your Offer Shares to the Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by post or by hand in an envelope marked "Nam Tai Electronic & Electrical Products Limited, Compulsory Acquisition" as soon as possible but in any event, before 4.00 p.m. (Hong Kong time) on 10 November 2009. **If you do not complete and return the Form of Request by this date, there will be a delay in the payment of the Consideration to you as the Offeror will then be required to pay the Consideration to the Company rather than directly to you. Under the Companies Law, the Company is required to pay the aggregate Consideration into a separate trust account until claimed.**

Unless indicated otherwise on the Form of Request, the Offeror will send all cheques in satisfaction of the Consideration by post in pre-paid envelopes addressed to Shareholders at their respective addresses which appear in the register of members of the Company at 4.00 p.m. on the Completion Date or, in the case of joint holders, at the address appearing in the register of members of the joint holder whose name stands first in the register of members in respect of the relevant joint holding.

Sellers' ad valorem stamp duty arising in connection with the transfer of your Offer Shares to the Offeror will be payable by you at the rate of HK\$1.00 for every HK\$1,000 or part thereof of the Consideration and will be deducted from the Consideration due to you.

If you are unable to produce the certificate(s) for your Offer Shares, please complete the relevant section in the Form of Request, sign the Form of Request and return it to the Registrar, requesting a form of indemnity, statutory declaration and other relevant information (including fees payable) to be sent to you for completion and return.

No acknowledgement of receipt of any Form(s) of Request, share certificate(s), transfer receipt(s) or other document(s) of title (or any indemnity or indemnities in respect thereof) will be given.

By Order of the Board

**Koo Ming Kown**  
*Director*  
For and on behalf of  
**Nam Tai Electronics, Inc.**

Dated: 9 October 2009

*The directors of Nam Tai Electronics, Inc. jointly and severally accept full responsibility for the accuracy of the information contained in this Notice and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this Notice has been arrived at after due and careful consideration and there are no other facts not contained in this Notice the omission of which would make any statements in this Notice misleading.*

*Notes:—*

- I. All communications, notices, forms of transfer, share certificates, transfer receipts, other documents of title and remittances to be delivered by or sent to shareholders will be delivered by or sent to shareholders or their designated agents at their own risk and neither the Offeror nor the Registrar accepts any liability for any loss which may arise as a result.
- II. All requests, instructions, authorities and undertakings shall be irrevocable.
- III. This Notice and all transfers of Offer Shares pursuant thereto is/are governed by the laws of the Cayman Islands.

## APPENDIX

### SECTION 88 OF THE COMPANIES LAW (CAP. 22 (LAW 3 OF 1961) AS CONSOLIDATED AND REVISED) OF THE CAYMAN ISLANDS

#### POWER TO ACQUIRE SHARES OF DISSENTIENT SHAREHOLDERS

- 88.(1)** Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as “the transferor company”) to another company, whether a company within the meaning of this Law or not (in this section referred to as “the transferee company”) has, within four months after the making of the offer in that behalf by the transferee company, been approved by the holders of not less than ninety per cent in value of the shares affected, the transferee company may, at any time within two months after the expiration of the said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire his shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given, the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.
- (2)** Where a notice has been given by the transferee company under this section and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.
- (3)** Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sum or other consideration were respectively received.

(4) In this section—

“dissenting shareholder” includes a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer his shares to the transferee company, in accordance with the scheme or contract.

*Note:* “Court” is defined to mean the Grand Court of the Cayman Islands by section 2(1) of the Companies Law

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**If you have sold or otherwise transferred all your shares in Nam Tai Electronic & Electrical Products Limited, you should immediately hand this Document to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).**

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## **FORM OF REQUEST**

**To: Nam Tai Electronics, Inc.  
Units 5811-12  
58th Floor  
The Center  
99 Queen's Road Central  
Hong Kong**

### **COMPULSORY ACQUISITION OF THE SHARES OF NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**

**All words and expressions defined or referred to in the notice of compulsory acquisition accompanying this Form of Request shall, unless the context otherwise requires, have the same meanings when used in this Form of Request.**

#### ***How to complete this Form of Request***

- (1) If you wish to voluntarily transfer your Offer Shares, you should complete and sign this Form of Request and then forward this form by post or by hand, marked "Nam Tai Electronic & Electrical Products Limited, Compulsory Acquisition" on the envelope, to the Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (2) **You must complete and return this Form of Request as soon as possible but in any event on or before 4.00 p.m. (Hong Kong time) on 10 November 2009. If you do not complete and return this Form of Request by this date there will be a delay in the payment of the Consideration to you as the Offeror will then be required to pay the Consideration to the Company rather than directly to you. Under the Companies Law the Company is required to pay the aggregate Consideration into a separate trust account.**

- (3) Please complete the instrument of transfer and, if necessary, the section on missing share certificate(s), below.
- (4) Please insert your name and address if you do **NOT** wish the Consideration to be sent to you at the address which appears in the register of members of the Company:

Name:

Address:

## REQUEST

I/We have:	Yes (Tick Box)
(i) enclosed share certificate(s) for my/our Offer Shares	<input type="checkbox"/>
(ii) enclosed any other documents of title	<input type="checkbox"/>
(iii) completed the instrument of transfer below	<input type="checkbox"/>
(iv) requested a Form of Indemnity and Statutory Declaration	<input type="checkbox"/>

I/We agree to the transfer of my/our Offer Shares to Nam Tai Electronics, Inc. in return for payment of the Consideration to me/us. I/We authorize any director or officer of Nam Tai Electronics, Inc. or the Registrar to date and complete the instrument of transfer and any other documents delivered with this Form of Request and otherwise do all such matters as may be required to effect the transfer of my/our Offer Shares to Nam Tai Electronics, Inc.

I/We agree to the policies and practices of Nam Tai Electronics, Inc. and the Registrar in relation to the collection, holding and use of my/our personal data under the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)

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Signature of Nam Tai Electronic & Electrical Products Limited shareholder(s)

Name of Nam Tai Electronic & Electrical Products Limited shareholder(s):

Date:



**FORM OF INSTRUMENT OF TRANSFER**

*Unless the context otherwise requires terms used in this form shall bear the same meaning as in general offer document dated 9 June 2009 jointly issued by Nam Tai Electronics, Inc. and Nam Tai Electronic & Electrical Products Limited*

I/We, (insert name)  
of address \_\_\_\_\_  
in consideration of the sum of HK\$1.52 per Offer Share  
paid to me/us by (name) Nam Tai Electronics, Inc. (incorporated in the British Virgin Islands)  
of (address) Units 5811-12, 58 Floor, The Center, 99 Queen’s Road Central, Hong Kong (“Transferee”)

do hereby transfer to the Transferee the (insert number of shares) share(s)  
numbered (insert share certificate number(s))  
standing in my/our name in the register of members of **Nam Tai Electronic & Electrical Products Limited**  
subject to the terms and conditions of the Offer Document.

Dated: \_\_\_\_\_ 2009

Signed by the Transferor in the presence of: \_\_\_\_\_ )  
\_\_\_\_\_)  
\_\_\_\_\_)  
*Name and address of witness:* \_\_\_\_\_ )  
\_\_\_\_\_)  
\_\_\_\_\_)  
\_\_\_\_\_)  
Signature of witness \_\_\_\_\_ ) Signature of Transferor(s) \_\_\_\_\_  
\_\_\_\_\_ )

## MISSING CERTIFICATES

I/We hereby confirm that the share certificate(s) of Nam Tai Electronic & Electrical Products Limited dated *(insert date of share certificate(s))* \_\_\_\_\_ and numbered *(insert share certificate(number(s)))* \_\_\_\_\_ relating to the Offer Shares registered in my/our name(s) has/have been lost, mislaid or accidentally destroyed.

Please send me/us your Form of Indemnity, Statutory Declaration and other relevant information (including applicable fees).

\_\_\_\_\_  
Signature of Shareholder(s)

Name of Shareholder(s):

Address of Shareholder(s):

Date: