
NOTICE OF EGM



Meadville Holdings Limited
美維控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 3313)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Meadville Holdings Limited (the “Company”) will be held at 10:00 am on Tuesday, 9 March 2010 at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, to consider and, if thought fit, approve the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

“THAT:

1. subject to the passing of resolutions nos. 2, 3, 4, 5 and 6 below, the sale by MTG Investment (BVI) Limited (“MTG Investment”), and the purchase by TTM Hong Kong Limited (“TTM HK”), of the entire issued share capital of each of MTG Management (BVI) Limited, MTG PCB (BVI) Limited, MTG (PCB) No. 2 (BVI) Limited and MTG Flex (BVI) Limited (the “PCB Sale”) pursuant to the stock purchase agreement dated 16 November 2009 entered into by and among the Company, MTG Investment, TTM Technologies, Inc., (“TTM”), TTM Technologies International, Inc. and TTM HK, a copy of which has been produced to this extraordinary general meeting (“EGM”) marked “A” and signed by the chairman of this EGM (the “EGM Chairman”) for the purpose of identification, for an aggregate consideration of approximately HK\$3,404.1 million to be settled in cash as to approximately US\$114.0 million (equivalent to approximately HK\$883.8 million) and by the issue of 36,334,000 new TTM Shares (as defined in the circular issued jointly by the Company, Top Mix Investments Limited (“Top Mix”), TTM and TTM HK dated 11 February 2010, a copy of which has been produced to this EGM marked “B” and signed by the EGM Chairman for the purpose of identification (the “Circular”)) to the Company (as directed by MTG Investment) and the transactions contemplated thereby and thereunder, be and are hereby approved, and that any Director(s) be and is/are authorised to take all actions on behalf of the Company which the Director(s) consider to be necessary or desirable to implement such transactions, and execute (under hand or under seal) and deliver any and all documents on behalf of the Company which the Director(s) consider to be necessary or desirable to implement such transactions, and all documents executed (under hand or under seal) and delivered by any director of the Company (“Director”) for and on behalf of the Company in connection with the foregoing be and are hereby approved, confirmed and ratified;
2. subject to the passing of resolution no. 1 above and resolutions nos. 3, 4, 5 and 6 below, the sale by MTG Investment, and the purchase by Top Mix, of the entire issued share capital of MTG Laminate (BVI) Limited (the “Laminate Sale”) pursuant to the sale and purchase agreement dated 16 November 2009 entered into between MTG Investment and Top Mix, a copy of which has been produced to this EGM marked “C” and signed by the EGM Chairman for the purpose of identification, for an aggregate consideration of approximately HK\$2,783.8 million to be settled in cash as to approximately HK\$136.6 million and by the issue of three Promissory Notes (as defined in the Circular) in the principal amounts of approximately HK\$439.4 million, HK\$2,110.0 million and HK\$97.8 million respectively, to the Company (as directed by MTG

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Investment) and the transactions contemplated thereby and thereunder, be and are hereby approved, and that any Director(s) be and is/are authorised to take all actions on behalf of the Company which the Director(s) consider to be necessary or desirable to implement such transactions, and execute (under hand or under seal) and deliver any and all documents on behalf of the Company which the Director(s) consider to be necessary or desirable to implement such transactions, and all documents executed (under hand or under seal) and delivered by any Director for and on behalf of the Company in connection with the foregoing be and are hereby approved, confirmed and ratified;

3. subject to the passing of resolutions nos. 1 and 2 above, the proposed voluntary withdrawal of the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Withdrawal Proposal") be and is hereby approved and any Director(s) be and is/are hereby authorised to execute (under hand or under seal) such documents, make such applications and submissions and do all such acts, deeds or things on behalf of the Company which the Director(s) consider(s) to be necessary or desirable in connection with the Withdrawal Proposal, and all documents executed (under hand or under seal) and delivered by the relevant Director(s) for and on behalf of the Company in such connection be and are hereby approved, confirmed and ratified;
4. subject to the passing of resolutions no. 3 above, the articles of association of the Company be and are hereby amended by the addition of the following new Article 195 immediately following the existing Article 194:

"TRANSFER BY WAY OF CONTINUATION

195. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer or continuation of the Company."

5. subject to the passing of resolutions nos. 1, 2, 3 and 4 above:
 - (a) and subject to all necessary governmental and regulatory consents, the deregistration of the Company as an exempted company under the laws of the Cayman Islands and the continuation of the Company into the British Virgin Islands ("BVI") under the name of "Meadville Holdings (BVI) Limited" as a BVI business company under the laws of the BVI (the "Deregistration and Continuation") be and are hereby approved and that any Director(s) be and is/are authorised to take all actions on behalf of the Company which the Director(s) consider to be necessary or desirable, and execute (under hand or under seal) and deliver any and all documents on behalf of the Company which the Director(s) consider to be necessary or desirable (including, without limitation, any documents to be delivered to the Registrar of Corporate Affairs in the BVI and/or to the Registrar of Companies in the Cayman Islands) with such modifications and/or amendments (if any) as he/she/they may consider necessary or desirable, in order to effect, implement and complete, or in connection with, the Deregistration and Continuation and transactions and other matters

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- contemplated thereby or thereunder, as the Director(s) may in his/her/their absolute discretion, deem fit in the best interests of the Company, and all documents executed (under hand or under seal) and delivered by the relevant Director(s) for and on behalf of the Company in such connection be and are hereby approved, confirmed and ratified;
- (b) effective upon continuation of the Company into the BVI as a BVI business company under the laws of the BVI, the memorandum of association submitted to this EGM marked “D” and signed by the EGM Chairman for the purpose of identification, with or without amendment, be and is hereby approved and adopted as the memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association of the Company; and
- (c) effective upon continuation of the Company into the BVI as a BVI business company under the laws of the BVI, the articles of association contained in the printed document submitted to this EGM marked “E” and signed by the EGM Chairman for the purpose of identification, with or without amendment, be and is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company; and
6. subject to resolutions nos. 1, 2, 3, 4 and 5 above and the Deregistration and Continuation becoming effective, a distribution by way of dividend to those holders of shares of HK\$0.01 each in the capital of the Company (“Shares”) whose names appear on the register of members of the Company on the Record Date (as defined in the Circular), such distribution to be paid and satisfied by:
- (a) the distribution in specie of the promissory note in the principal amount of approximately HK\$439.4 million to be issued by Top Mix and received by the Company (as directed by MTG Investment) on completion of the Laminate Sale contemplated in resolution no. 2 above to Mr. Tang Hsiang Chien (“Mr. Tang”) in respect of the aggregate number of 235,305,000 Shares held by Mr. Tang;
- (b) the distribution in specie of the promissory note in the principal amount of approximately HK\$2,110.0 million to be issued by Top Mix and received by the Company (as directed by MTG Investment) on completion of the Laminate Sale contemplated in resolution no. 2 above to Su Sih (BVI) Limited (“Su Sih”) in respect of the aggregate number of 1,129,895,000 Shares held by Su Sih;
- (c) the distribution in specie of the promissory note in the principal amount of approximately HK\$97.8 million to be issued by Top Mix and received by the Company (as directed by MTG Investment) on completion of the Laminate Sale contemplated in resolution no. 2 above to Top Mix in respect of the aggregate number of 52,361,000 Shares held by Top Mix;

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- (d) the payment in cash to all shareholders of the Company, other than Mr. Tang, Su Sih and Top Mix (“Independent Shareholders”) in respect of each Share held by the Independent Shareholders (being an aggregate number of 546,439,000 Shares) of such amount as is equal to the aggregate of: (i) the HK\$ equivalent of approximately US\$114 million to be received by the Company on completion of the PCB Sale (contemplated in resolution no. 1 above) and (ii) approximately HK\$136.6 million to be received by the Company on completion of the Laminate Sale (contemplated in resolution no. 2 above), divided by the total number of Shares held by the Independent Shareholders on the Record Date (which is expected to be 546,439,000 Shares);
- (e) the distribution of 0.0185 TTM Share to all shareholders of the Company in respect of each Share held by such shareholders (being an aggregate number of 1,964,000,000 Shares) or, in respect of such shareholders of the Company who elect or who are deemed to have elected to receive the net cash proceeds of sale of such TTM Shares to which such shareholders would otherwise have been entitled sold through the Dealing Facility (as defined in the Circular), such net cash proceeds of sale;
- (f) the payment in cash in respect of each Share held by all shareholders of the Company (being an aggregate number of 1,964,000,000 Shares) of such amount as is equal to the total interest accrued and paid on the Promissory Notes for the period from the date of issue of the Promissory Notes up to, but excluding, the Distribution Date (as defined in the Circular) divided by the total number of Shares in issue on the Record Date (which is expected to be 1,964,000,000 Shares); and
- (g) the payment in cash in respect of each Share held by all shareholders of the Company (being an aggregate number of 1,964,000,000 Shares) of the prevailing Hong Kong dollar equivalent on or before the Distribution Date of the incremental net amount (after any applicable transaction expenses and taxes) of the average sale price of each share of Guangdong Shengyi Sci. Tech. Co., Ltd. (“GSST”) (including the GSST Sale Shares (as defined in the Circular)) sold by the Company (through AVA International Limited) prior to the completion of the Laminate Sale (contemplated in resolution no. 2 above) above the GSST Reference Price (as defined in the Circular) for each GSST share (if any) multiplied by the total number of shares of GSST sold by the Company (through AVA International Limited) and divided by the total number of Shares in issue on the Record Date (which is expected to be 1,964,000,000 Shares);

be and are hereby approved and such distribution may be paid from any reserve account of the Company and/or from the Company’s share premium and/or share capital accounts and/or any other account lawfully available therefor and the Director(s) be and is/are hereby authorised to do all such acts, deeds and things and to effect all actions and execute (under hand or under seal) and deliver any and all documents on behalf of the Company as he/she/they may consider

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necessary or desirable, in order to effect, implement and complete, or in connection with, the distribution contemplated by this resolution no. 6 and transactions and other matters contemplated thereby or thereunder, and all documents executed (under hand or under seal) and delivered by the relevant Director(s) for and on behalf of the Company in such connection be and are hereby approved, confirmed and ratified.”

For and on behalf of
Meadville Holdings Limited
Ng Sai Yee
Company Secretary

Hong Kong
11 February 2010

Notes:

1. A form of proxy for use at the EGM is enclosed herewith with this Circular.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy(ies) to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong, not later than 10:00 am on Sunday, 7 March 2010 or not less than 48 hours before the time appointed for any adjournment of the EGM. Completion and delivery of the form of proxy will not preclude a shareholder from attending the EGM or any adjournment of the EGM and voting in person at the EGM or any adjournment of the EGM. In the event that a shareholder attends and votes at the EGM after having lodged his/her form of proxy, his/her form of proxy will be deemed to have been revoked.
4. Where there are joint registered holders of any share in the Company, any one of such joint registered holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders are present at the EGM personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint registered holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint registered holders.
5. At the EGM, the EGM Chairman will exercise his power under article 72 of the articles of association of the Company to put the above resolutions to vote by way of a poll.
6. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.