

MAPLES



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 1 OF 2012 (PCJ)

In Chambers
12 April 2012
Before the Honourable Justice Sir Peter Cresswell

IN THE MATTER OF THE COMPANIES LAW (2011 REVISION)

AND IN THE MATTER OF TRIDENT MICROSYSTEMS (FAR EAST) LTD. (IN PROVISIONAL LIQUIDATION)

ORDER

UPON the application of the joint provisional liquidators of Trident Microsystems (Far East) Ltd. (in provisional liquidation) (the "JPLs" and "Company") by their Summons dated 2 April 2012

AND UPON reading the Fourth Affidavit of Gordon MacRae, the Fifth and Sixth Affidavits of Eleanor Fisher, the Third Affidavit of Rachel Catherine Baxendale, the Second and Third Affidavits of Richard Chesley and the Fifth Affidavit of David Teichmann and the exhibits thereto

AND UPON ARM Ltd, Wipro Technologies and United Microelectronics Corporation undertaking by their Counsel that they will not vote in favour of any resolution to authorise any official liquidator appointed to the Company to pursue any claims against NXP Semiconductors Netherlands BV pursuant to sections 145 or 146 of the Companies Law (2011 Revision)

AND UPON the JPLs being satisfied that if appointed as official liquidators to the Company they would not pursue any claims against NXP Semiconductors Netherlands BV pursuant to sections 145 or 146 of the Companies Law (2011 Revision)

AND UPON hearing Counsel for the JPLs and Counsel for Sigma Designs Inc. ("Sigma")

AND UPON reading the letter from Solomon Harris, Counsel for the liquidation committee of creditors, dated 5 April 2012

IT IS ORDERED that:

- 1 That the asset purchase agreement dated 21 March 2012, together with the schedules and exhibits thereto, as amended, (in substantially the same form as exhibited to the Fourth Affidavit of Gordon MacRae at Exhibits **GM-4**, **GM-5** and **GM-6**) entered into between the Company, its parent company Trident Microsystems Inc. and five of their subsidiaries of the one part and Sigma of the other part (the "**Purchase Agreement**") be approved;
- 2 That the JPLs be authorised to consult and agree with the directors of the Company and the directors of TMI to take all steps reasonably necessary to implement the Purchase Agreement and to execute all ancillary agreements and schedules in substantially the form exhibited thereto together with any other ancillary documentation necessary in order to give effect to the transactions contemplated by the Purchase Agreement;
- 3 That the Company's costs arising out of, and connection with, this application be costs in the provisional liquidation. Save as aforesaid, no order as to costs.

Dated the 12th day of April 2012.

Filed the 16 day of April 2012.

Cresswell J

THE HONOURABLE MR JUSTICE CRESSWELL
JUDGE OF THE GRAND COURT



FILED by Maples and Calder, attorneys for the joint provisional liquidators, whose address for service is PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CDM/CJM/209617/23286655)