

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



**CAUSE NO: FSD 1 OF 2012 (PCJ)**

In Chambers  
17 May 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)**

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**ORDER**

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**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 9 May 2012

**AND UPON** reading the Seventh Affidavit of Eleanor Fisher and the exhibits thereto, the Ninth Affidavit of Eleanor Fisher and the exhibits thereto, the Fifth Affidavit of Eleanor Fisher, the Second Affidavit of Richard A. Chesley and the exhibits thereto and the Fifth Affidavit of Richard A. Chesley 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 the vendors and suppliers to the part of the Company's business known as the MAP-X portion of the audio business ("**Audio Business**") 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 the vendors and suppliers to the Audio Business pursuant to sections 145 or 146 of the Companies Law (2011 Revision)

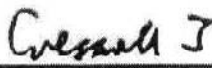
**AND UPON** hearing Counsel for the JPLs, Counsel for the liquidation committee of creditors and Counsel for Cambridge Silicon Radio Limited ("**CSR**")

**IT IS ORDERED:**

- 1 That the asset purchase agreement finalised between the parties on 8 May 2012, together with the schedules and exhibits thereto (in substantially the same form as exhibited to the Seventh Affidavit of Eleanor Fisher at exhibit **EF-14** and the Ninth Affidavit of Eleanor Fisher at exhibits **EF-17** and **EF-18**) entered into between the Company, its parent company Trident Microsystems Inc. and certain of their subsidiaries of the one part and CSR of the other part (the "**Purchase Agreement**") be approved, provided that the economic terms of the final, executed Purchase Agreement are no less favourable to the Company in terms of cash consideration paid and net benefit to the Company.
- 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.
- 4 That Schedule 4.5(C) – Seller IP Infringement, Schedule 4.5(E) – Infringement of Seller IP, Schedule 4.10(A) – List of Audio Employees and Schedule 6.1(A) – Employees to the Asset Purchase Agreement, as contained in exhibit **EF-18** to the Ninth Affidavit of Eleanor Fisher, be sealed on the court file and kept confidential and not open to inspection by any party or other person except with the prior leave of the Court.

Dated the 17th day of May 2012.

Filed the 17<sup>th</sup> day of May 2012.

  
The Honourable Justice Crosswell  
Judge of the Grand Court



FILED by Maples and Calder, attorneys for the joint provisional liquidators, whose address for service is PO Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CDM/CJM/VJL.209617/23558472)

Approved as to form and content:

Maples and Calder  
Maples and Calder  
Attorneys for the Joint Provisional Liquidators

Approved as to form and content:

Solomon Harris  
Solomon Harris  
Attorneys for the Liquidation Committee of  
Creditors

Approved as to form and content:

Wakers  
Attorneys for Cambridge Silicon Radio Limited



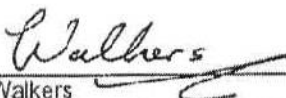
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Solomon Harris  
Attorneys for the Liquidation Committee of  
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Approved as to form and content:

  
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Walkers  
Attorneys for Cambridge Silicon Radio Limited

