

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION



CAUSE NO: FSD 1 OF 2012 (PCJ)

In Open Court as Chambers
11 July 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 29 June 2012

AND UPON reading the Seventh Affidavit of Gordon MacRae and the exhibits thereto, the Fifth Affidavit of Eleanor Fisher and exhibit EF-9 thereto and the Sixth Affidavit of Rachel Baxendale and the exhibits thereto

AND UPON hearing Counsel for the JPLs and Counsel for the liquidation committee of creditors

IT IS ORDERED:


- 1 That the asset purchase agreement finalised between the parties on 18 June 2012, together with the schedules and exhibits thereto (in substantially the same form as exhibited to the Seventh Affidavit of Gordon MacRae at exhibit **GM-10** and **GM-11**) entered into between the Company, its parent company Trident Microsystems Inc. ("TMI") and Trident Microsystems (Nederland) BV of the one part and Sigma Designs Technology Netherlands BV 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 in connection with, this application be costs in the provisional liquidation.
- 4 That Schedule 1.1(a) – Demod Employees and Schedule Ex-A – Knowledge individuals for knowledge definition, as contained in exhibit **GM-11** to the Seventh Affidavit of Gordon MacRae, 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 11th day of July 2012.

Filed the 11th day of July 2012.


The Honourable Justice Cresewell
Judge of the Grand Court



FILED by Maples and Calder, attorneys for the joint provisional liquidators, whose address for service is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CDM/CJM/VJL.209617/24010190)

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

