

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

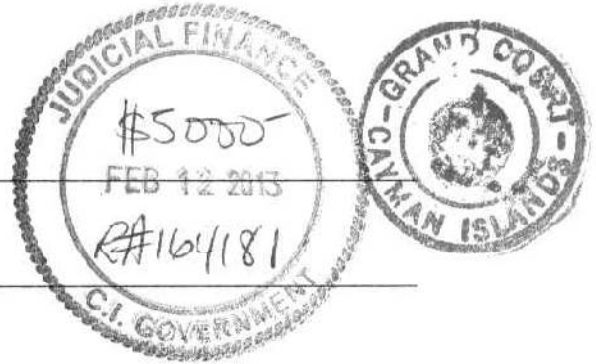
FSD 0024/13  
CAUSE NO OF 2013

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION)

AND IN THE MATTER OF MOBILEPEAK HOLDINGS LTD



PETITION



To the Grand Court

**THE HUMBLE PETITION** of Shawn Lee, Cheng Gang, Xia Zhang, Tao Wang, Xiaoqin Zhang, Yibing Xue, Bo Zhang, Di-Na Li and Qin Chen ("the Petitioners") shows that:

1. MobilePeak Holdings Ltd ("the Company") was incorporated in the Cayman Islands on 12<sup>th</sup> January 2005 as an exempt company with registration number 143934. The Company's registered office is Corporate Filing Services Ltd, P.O. Box 613, 4<sup>th</sup> Floor Harbour Centre, George Town, Grand Cayman, Cayman Islands.
2. The Petitioners are former minority shareholders of common shares in the Company ("the Common Shares").
3. MPH Acquisition Company Limited ("MPH") was incorporated in the Cayman Islands on 23<sup>rd</sup> April 2012 as an exempt company with registration number 268327. MPH's registered office is Stuarts Corporate Services Ltd, P.O. Box 2510, 4<sup>th</sup> Floor Cayman Financial Centre, 36A Dr Roy's Drive, Grand Cayman, Cayman Islands. MPH was struck off the register on 19<sup>th</sup> November 2012.
4. Spreadtrum Communications Inc. ("Spreadtrum") was incorporated in the Cayman Islands on 11<sup>th</sup> April 2001 as an exempt company with registration number 109489. Spreadtrum's registered office is Maples Corporate Services Limited, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands.
5. MPH was formed by Spreadtrum for the purpose of completing a merger between the Company and MPH pursuant to an Agreement and Plan of Merger dated 29<sup>th</sup> October 2012 ("the Merger Agreement").

6. Further to the Merger Agreement and at the Effective Time (as defined therein, and occurring on 19<sup>th</sup> November 2012):
  - 6.1 MPH merged with and into the Company, with the Company continuing as the surviving company;
  - 6.2 The Company became a wholly owned subsidiary of Spreadtrum;
  - 6.3 The Common Shares were cancelled and ceased to exist; and
  - 6.4 The Common Shares were converted into, and exchanged for, the right to receive the Merger Consideration, as defined in the Merger Agreement as a cash payment of US\$0.625 per Common Share. This right was expressly stated to be subject to the entitlement of the holders of Common Shares to have the fair value of their shares determined pursuant to s.238 of the Companies Law (2012 Revision).
7. On 31<sup>st</sup> October 2012, written notice was given that an EGM of the Company would be held on 15<sup>th</sup> November 2012 to pass a Special Resolution to approve the Merger Agreement (“the Special Resolution”).
8. On 14<sup>th</sup> November 2012, further to s.238(2) of the Companies Law (2012 Revision), the Petitioners gave to the Company a written objection to the Merger Agreement, which stated that:
  - 8.1 The Petitioners objected to the value ascribed to the Common Shares of US\$0.625 per share;
  - 8.2 The valuation of US\$0.625 per Common Share is significantly below the fair value of those shares; and
  - 8.3 If the Special Resolution was passed, the Petitioners would exercise their right to demand the Company to make payment for the Common Shares held by them at a fair value, further to s.238 of the Companies Law (2012 Revision).
9. On 3<sup>rd</sup> December 2012, written notice was given that the Special Resolution had been passed at an EGM on 15<sup>th</sup> November 2012.
10. On 23<sup>rd</sup> December 2012, further to s.238(5) of the Companies Law (2012 Revision), the Petitioners (and Mr Hepang Wang, formerly a minority shareholder in the Company who is no longer taking part in the process governed by this Petition) gave to the Company written notice of their decision to dissent in relation to the notice given on 3<sup>rd</sup> December 2012, which set out:
  - 10.1 Their names and addresses;

10.2 The number and classes of shares in respect of which they dissented; and

10.3 A demand for payment of the fair value of their shares.

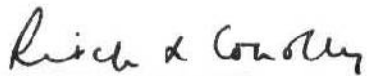
11. On 28<sup>th</sup> December 2012, further to s.238(8) of the Companies Law (2012 Revision), the Company made a written offer to each of the Petitioners to purchase the Common Shares formerly held by them at US\$0.625 per share.

12. The Petitioners and the Company have not agreed on the price to be paid for the Common Shares formerly held by the Petitioners.

Your Petitioners therefore humbly pray that:

- (1) Pursuant to s.238(9)(a) and (11) of the Companies Law (2012 Revision), the Court determines the fair value of the Common Shares formerly held by the Petitioners, together with a fair rate of interest, if any, to be paid by the Company upon the amount determined to be the fair value.
- (2) The Court orders the Company to pay to each of the Petitioners a sum in cash which reflects the fair value of the Common Shares formerly held by the Petitioners as determined by the Court.
- (3) Pursuant to s.238(14) of the Companies Law (2012 Revision), the Court orders the Company to pay the costs of the Petitioners.
- (4) Such further Orders and directions as the Court shall see fit.

AND your Petitioners will ever pray etc.



**RITCH & CONOLLY**

Dated this 12<sup>th</sup> day of February 2013

Filed this 12<sup>th</sup> day of February 2013

NOTE: This Petition is intended to be served on the Company *c/o* Corporate Filing Services Ltd, P.O. Box 613, 4<sup>th</sup> Floor Harbour Centre, P.O. Box 613, George Town, Grand Cayman, Cayman Islands and the Registrar of Companies, Ground Floor, Citrus Grove Building, Goring Avenue, P.O. Box 123, George Town, Grand Cayman KY1-9000, Cayman Islands.

This Petition is presented by Ritch & Conolly, Attorneys-at-law for the Petitioners, whose address for service is 3<sup>rd</sup> Floor, Queensgate House, 113 South Church Street, P.O. Box 1994, Grand Cayman KY1-1104, Cayman Islands. Ref: CB/TW.

**NOTICE OF HEARING**

**TAKE NOTICE THAT** the Hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, on \_\_\_\_\_ 2013 at \_\_\_\_\_.

Any correspondence or communication with the Court relating to the Hearing of this Petition should be addressed to Ritch & Conolly, 3<sup>rd</sup> Floor, Queensgate House, 113 South Church Street, P.O. Box 1994, Grand Cayman KY1-1104, Cayman Islands, telephone 345 949 7366. Ref: CB/TW.