

TTM TECHNOLOGIES INC
Form 425
February 11, 2010

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[MEADVILLE HOLDINGS LIMITED JOINT ANNOUNCEMENT FEBRUARY 11, 2010]

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TTM Technologies, Inc.

(incorporated in the State of Delaware, United States of America)

Top Mix Investments Limited

(incorporated in the British Virgin Islands with limited liability)

TTM Hong Kong Limited

(incorporated in Hong Kong with limited liability)

**JOINT ANNOUNCEMENT
DESPATCH OF THE CIRCULAR**

- (1) VERY SUBSTANTIAL DISPOSAL AND VERY SUBSTANTIAL ACQUISITION IN RESPECT OF THE SALE OF THE PCB BUSINESS**
- (2) MAJOR TRANSACTION AND CONNECTED TRANSACTION IN RESPECT OF THE SALE OF THE LAMINATE BUSINESS**
-

(3) VOLUNTARY WITHDRAWAL OF LISTING

(4) DEREGISTRATION FROM THE CAYMAN ISLANDS AND CONTINUATION IN THE BRITISH VIRGIN ISLANDS

(5) PROPOSED DISTRIBUTION BY WAY OF DIVIDEND

MEADVILLE AUDITED CONSOLIDATED FINANCIAL INFORMATION FOR THE YEARS ENDED 31 DECEMBER 2006, 2007 AND 2008 AND FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2009

**Financial Adviser to Meadville Holdings
Limited**

**Financial Adviser to TTM Technologies,
Inc. and TTM Hong Kong Limited**

Merrill Lynch (Asia Pacific) Limited

UBS AG, Hong Kong Branch

Financial Adviser to Top Mix Investments Limited

**Independent Financial Adviser to the Independent Board Committee of
Meadville Holdings Limited**

ING Bank N.V.

THE CIRCULAR AND FORM S-4

The Circular and its accompanying Form of Election, Tax Forms and form of proxy will be despatched to the Shareholders on 11 February 2010.

TTM has filed a Registration Statement on Form S-4 with the SEC that includes the U.S. Prospectus in connection with the proposed issuance of new TTM Shares. The SEC in the United States has declared the Form S-4 effective as of 8 February 2010 (Eastern Standard Time). The Form S-4 is available for public viewing on the SEC's website (<http://sec.gov/edgar/searchedgar/companysearch.html>) and TTM's website (www.ttmtech.com/investors/investor_sec.jsp) on 11 February 2010. TTM has mailed the U.S. Prospectus to its stockholders and a copy of the U.S. Prospectus will be mailed to the Shareholders together with the Circular. **The Form S-4 contains important information. Before making any voting or investment decision, Shareholders and investors are urged to read the Form S-4 and the U.S. Prospectus carefully.**

The EGM will be convened at 10:00 am on Tuesday, 9 March 2010 at Ballroom Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong and Shareholders are requested to attend. The Notice of the EGM is contained in the Circular. For the purpose of the EGM, dealings in Meadville Shares are expected to be suspended from 9:30 am on Tuesday, 9 March 2010 pending the release of the results of the EGM, which is expected to be published no

later than 7:00 pm on the same day. Trading of the Meadville Shares on the Stock Exchange is expected to resume at 9:30 am on Wednesday, 10 March 2010.

Independent Shareholders should read and consider carefully the Circular, including the recommendations of the IBC as set out in the letter from the IBC and the factors, reasons and recommendations in relation to the Proposal as set out in the letter from the IFA before making a decision on the Proposal.

Shareholders and potential investors should be aware that the Proposal is subject to the relevant conditions set out in the Circular being fulfilled (or, if applicable, waived) and may or may not be completed or effected, as the case may be. Shareholders and potential investors are advised to exercise caution when dealing in Meadville Shares.

MEADVILLE FINANCIAL INFORMATION

For the purposes of the Circular, Meadville was required to prepare audited consolidated financial information of Meadville for the nine months ended 30 September 2009. The Meadville Financial Information as extracted from Appendix VI to the Circular is set out in Appendix 1 to this announcement for Shareholders' information.

AMENDMENT TO PCB AGREEMENT AND LAMINATE AGREEMENT

The parties to the PCB Agreement and the Laminate Agreement, respectively, entered into a side letter on 8 February 2010 to extend the completion of the PCB Sale and the Laminate Sale, respectively, to the date which is ten Business Days following the satisfaction or waiver of all the PCB Sale Conditions and the Laminate Sale Conditions, respectively.

INTRODUCTION

Reference is made to the joint announcement issued by Top Mix Investments Limited (**Top Mix**), TTM Technologies, Inc. (**TTM**), TTM Hong Kong Limited (**TTM HK**) and Meadville Holdings Limited (**Meadville**) in relation to the Proposal on 16 November 2009. Reference is also made to the joint announcement on 4 December 2009 in relation to the extension of time for despatch of the circular to be issued jointly by Meadville, Top Mix, TTM and TTM HK (the **Circular**).

Terms defined in the Circular have the same meaning when used in this announcement unless the context otherwise requires.

THE CIRCULAR AND FORM S-4

The Circular and its accompanying Form of Election, Tax Forms and form of proxy will be despatched to the Shareholders on 11 February 2010. The Circular contains, among other things, the expected timetable relating to the Proposal, the letter from the Meadville Board, the letter from the IBC, the letter from the IFA and the Notice of EGM. TTM has filed a Registration Statement on Form S-4 with the SEC that includes a combined Proxy Statement and a U.S. prospectus (collectively, the **U.S. Prospectus**) in connection with the proposed issuance of new TTM Shares. The SEC in the United States has declared the Form S-4 effective as of 8 February 2010 (Eastern Standard Time). The Form S-4 is available for public viewing on the SEC's website (<http://sec.gov/edgar/searchedgar/companysearch.html>) and TTM's website (www.ttmtech.com/investors/investor_sec.jsp) on 11 February 2010. TTM has mailed the U.S. Prospectus to its stockholders and a copy of the U.S. Prospectus will be mailed to the Shareholders together with the Circular. **The Form S-4 contains important information. Before**

making any voting or investment decision, Shareholders and investors are urged to read the Form S-4 and the U.S. Prospectus carefully.

RECOMMENDATIONS OF THE IBC AND THE IFA

The IBC was established to advise the Independent Shareholders in connection with, among other things, the Transactions (as a whole), the Laminate Sale (as a connected transaction) and the Withdrawal Proposal and the IFA was appointed to advise the IBC and the Independent Shareholders.

The advice of the IFA and the recommendations of the IBC are set out respectively in the letter from the IBC and the letter from the IFA contained in the Circular.

Independent Shareholders should read and consider carefully the Circular, including the recommendations of the IBC as set out in the letter from the IBC and the factors, reasons and recommendations set out in the letter from the IFA before making a decision on the Proposal.

EGM

The EGM 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. The Notice of EGM is set out in the Circular. For the purpose of the EGM, dealing in the Meadville Shares is expected to be suspended from 9:30 am on Tuesday, 9 March 2010 pending the release of the results of the EGM, which is expected to be published no later than 7:00 pm on the same day. Trading of the Meadville Shares on the Stock Exchange is expected to resume at 9:30 am on Wednesday, 10 March 2010.

CLOSURE OF THE REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 4 March 2010 to Tuesday, 9 March 2010 (both days inclusive) and during such period, no transfer of Meadville Shares will be effected. The register of members will re-open on Wednesday, 10 March 2010. In order to qualify to vote at the EGM, all duly completed instruments of transfer accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, by not later than 4:00 pm on Wednesday, 3 March 2010. The latest time for lodging the form of proxy for the EGM is 10:00 am on Sunday, 7 March 2010.

If the resolutions to be proposed at the EGM are duly approved by the Independent Shareholders or Shareholders (as the case may be) attending and voting at the EGM and all other PCB Sale Conditions and Laminate Sale Conditions being fulfilled, the latest time for dealings in Meadville Shares on the Stock Exchange is expected to be Friday, 26 March 2010 and latest time for lodging the Form of Election and the Tax Forms (where applicable) is expected to be 4:00 pm on Monday, 12 April 2010.

The Record Date for the purposes of determining the entitlements of the Shareholders under the Proposed Distribution and the Winding-up Proposal is expected to be Tuesday, 13 April 2010. To qualify for entitlements under the Proposed Distribution and the Winding-up Proposal, all duly completed instruments of transfer, accompanied by the relevant share certificates, must be lodged with the Registrar by not later than 4:00 pm on Wednesday, 31 March 2010.

CONDITIONS OF THE PROPOSAL

Shareholders and potential investors should be aware that the Proposal is subject to the relevant conditions set out in the Circular being fulfilled (or, if applicable, waived) and may or may not be completed or effected, as the case may be. Shareholders and potential investors are advised to exercise caution when dealing in Meadville Shares.

If the relevant conditions have not been fulfilled (or, if applicable, waived) on or before the Long Stop Date, the Transactions may be terminated unless the Long Stop Date is extended to a date on or before the Termination Date in accordance with the terms of the PCB Agreement and the Laminate Agreement, respectively. According to the current timetable, it is expected that completion of the Transactions will take place on Friday, 26 March 2010 and an announcement that the Transactions have been completed will be made.

If the Transactions are not completed by the Termination Date, the Proposal will lapse. If the Proposal is not approved or lapses, Meadville Shares will remain listed on the Stock Exchange.

EXPECTED TIMETABLE

Unless otherwise specified, all time references set out below are to Hong Kong time.

Date of despatch of the Circular	Thursday, 11 February 2010
Latest time for lodging transfers of Meadville Shares to qualify for attending and voting at the EGM	4:00 pm on Wednesday, 3 March 2010
Register of members closed for determination of Shareholders entitled to attend and vote at the EGM	Thursday, 4 March 2010 to Tuesday, 9 March 2010
Latest time for lodging the form of proxy for the EGM ⁽¹⁾	10:00 am on Sunday, 7 March 2010
Suspension of dealings in Meadville Shares	9:30 am on Tuesday, 9 March 2010
EGM	10:00 am on Tuesday, 9 March 2010
Announcement of the results of the EGM	before 7:00 pm on Tuesday, 9 March 2010
Resumption of dealings in Meadville Shares	9:30 am on Wednesday, 10 March 2010
Register of members re-open	Wednesday, 10 March 2010
Special meeting of TTM's stockholders	10:00 am (Pacific Standard Time) on Friday, 12 March 2010
Announcement of fulfillment of all conditions to completion of the Transactions, conditional declaration of the Proposed Distribution by the Meadville Board and the Record Date for the Proposed Distribution and notice of intent to delist ⁽²⁾	before 9:00 am on Monday, 15 March 2010
Completion of the Transactions ⁽²⁾	Friday, 26 March 2010
Last day of dealings in Meadville Shares on the Stock Exchange ⁽³⁾	Friday, 26 March 2010

Latest time for lodging transfers of Meadville Shares to qualify for entitlements for the Proposed Distribution and the Winding-up Proposal	4:00 pm on Wednesday, 31 March 2010
Register of members closed for determination of Shareholders entitlement for the Proposed Distribution and the Winding-up Proposal	Thursday, 1 April 2010 onwards
Announcement of the withdrawal of the listing of Meadville Shares on the Stock Exchange	Wednesday, 7 April 2010
Effective date for the withdrawal of listing of Meadville Shares on the Stock Exchange	9:30 am on Thursday, 8 April 2010
Latest time for lodging the Form of Election ⁽⁴⁾	4:00 pm on Monday, 12 April 2010
Record Date for the Proposed Distribution and the Winding-up Proposal ⁽⁵⁾	Tuesday, 13 April 2010
Effective date on which Meadville is de-registered in the Cayman Islands and continued as a BVI business company in the BVI ⁽⁶⁾	on or before Monday, 26 April 2010
Effective date of the Proposed Distribution ⁽⁷⁾	Tuesday, 27 April 2010
Latest date for posting of cheques for cash payment pursuant to the Proposed Distribution to the Shareholders ⁽⁸⁾	Wednesday, 5 May 2010
Long Stop Date ⁽⁹⁾	Monday, 31 May 2010
Termination Date ⁽¹⁰⁾	Wednesday, 30 June 2010
Announcement of the average sale price of the TTM Shares sold through the Dealing Facility and the net cash amount to be distributed to Shareholders who elected or who are deemed to have elected option (c) on the Form of Election	on or before Tuesday, 13 July 2010
Latest date for posting of cheques for the net cash amount to be distributed to Shareholders who elected or who are deemed to have elected option (c) on the Form of Election	Tuesday, 20 July 2010

Notes:

- (1) The form of proxy should be lodged, by hand or by post, with the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 10:00 am on Sunday, 7 March 2010 or not less than 48 hours before the time appointed for holding any adjournment of the EGM. The completion and return of the form of proxy for the EGM will not preclude a Shareholder from

- attending the EGM or any adjournment of the EGM and voting in person. In such event, the returned form of proxy will be deemed to have been revoked.
- (2) Assuming the requisite approvals are obtained at the special meeting of TTM's stockholders and all other Laminate Sale Conditions and PCB Sale Conditions have been fulfilled (or, if applicable, waived) on or before the date of the special meeting of TTM's stockholders, the PCB Sale and the Laminate Sale would then proceed to completion and an announcement that the Transactions have been completed will be made. **If such other conditions have not then been fulfilled (or, if applicable, waived), the timetable for completion will be delayed and a further announcement will be made.**
 - (3) There are three Business Days from the last day of dealings in Meadville Shares on the Stock Exchange to the latest time for lodging transfers of Meadville Shares to qualify for entitlements for the Proposed Distribution and under the Winding-up Proposal, in order to allow sufficient time for clearing and settlement of dealings in Meadville Shares on the last day of trading to enable purchasers of Meadville Shares on the last day of trading to qualify for the entitlements under the Proposed Distribution and under the Winding-up Proposal.
 - (4) The Form of Election must be lodged, by hand or by post, with the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event no later than the Election Deadline. **Any Shareholder who does not return a duly completed and signed Form of Election with the Registrar on or before the Election Deadline will be deemed to have elected option (c) on the Form of Election.**
 - (5) The Proposed Distribution will not be made and the Winding-up Proposal will not proceed if the Transactions are not completed, or if the listing of Meadville Shares on the Stock Exchange is not withdrawn or the Deregistration and Continuation is not completed.
 - (6) An announcement will be made by Meadville when the Deregistration and Continuation is completed.
 - (7) This is the date on which the Proposed Distribution is expected to be made and the cheques for cash payment pursuant to the Proposed Distribution will be posted to the Shareholders as soon as possible thereafter but in any event on or before Wednesday, 5 May 2010.
 - (8) This assumes that the effective date of the Deregistration and Continuation is Monday, 26 April 2010 and that the cheques will be despatched as soon as possible but in any event within 10 days of this date.
 - (9) If the relevant conditions set out in the Circular have not been fulfilled (or, if applicable, waived), by Monday, 31 May 2010, the Transactions may be terminated unless the Long Stop Date is extended. An announcement will be made stating the lapse of the Proposal (if the Transactions are terminated) or, if the Long Stop Date has been extended, the revised Long Stop Date.
 - (10) If the Transactions are not completed by Wednesday, 30 June 2010, the Proposal will lapse. **If there is a tropical cyclone warning signal number 8 or above or black rainstorm warning in force in Hong Kong before 12:00 noon and no longer in force after 12:00 noon on the relevant date for the lodgment of transfers, the lodgment of the form of proxy for the EGM or the lodgment of the Form of Election, then the latest time will be extended to 4:00 pm on the same day (if the latest time set out above is before 12:00 noon) or if there is a tropical cyclone warning signal number 8 or above or black rainstorm warning in force in Hong Kong between 12:00 noon and 4:00 pm on such date, then the latest time will be extended to 4:00 pm on the following day which does not have either of those warnings in force in Hong Kong (if the latest time set out above is at or after 12:00 noon). If the expected dates set out above changes, further announcement(s) will be made in the event of such change.**

Shareholders and potential investors should be aware that the Proposal is subject to the relevant conditions set out in the Circular being fulfilled (or, if applicable, waived) and may or may not be completed or effected, as the case may be. Shareholders and potential investors are advised to exercise caution when dealing in Meadville Shares.

Shareholders and potential investors should also note that the above timetable is subject to change. Further announcement(s) will be made in the event of such change.

ACTIONS TO BE TAKEN

Actions to be taken by all Shareholders

If you are a Shareholder, regardless of whether or not you are able to attend the EGM, you are strongly urged to complete and sign the form of proxy in accordance with the instructions printed on the form of proxy and to lodge it with the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event 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 in order for the form of proxy to be valid.

The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of the EGM. In such event, the returned form of proxy will be deemed to have been revoked.

If you are a Shareholder, you are also strongly urged to complete and sign the Form of Election, together with the relevant Tax Form if you elect option (a) or option (b) on the Form of Election, in accordance with the instructions printed on the Form of Election and to lodge it with the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event on or before the Election Deadline in order for the Form of Election to be valid.

Shareholders are strongly urged to read Appendix I to the Circular before completing the Form of Election. Any Shareholder who does not return a duly completed and signed Form of Election to the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, on or before the Election Deadline will be deemed to have elected option (c) on the Form of Election. As a result, such Shareholder will receive the net cash proceeds of sale of the TTM Shares to which such Shareholder would otherwise have been entitled under the Proposed Distribution sold through the Dealing Facility in lieu of receiving such TTM Shares.

Further details are set out in the sub-section headed "Election in relation to TTM Shares" of the letter from the Meadville Board set out in the Circular, the section headed "Actions to be taken" in Appendix I to the Circular and the Form of Election.

Actions to be taken by Beneficial Owners

Any Beneficial Owner who wishes to attend and vote at the EGM personally should contact the Registered Owner (or the appropriate intermediary) directly to make the appropriate arrangements with the Registered Owner to enable such Beneficial Owner to attend and vote at the EGM and, for such purpose, the Registered Owner may appoint such Beneficial Owner as its proxy or such Beneficial Owner must have his/her/its name entered in the register of members of Meadville no later than 4:00 pm on Wednesday, 3 March 2010.

Any Beneficial Owner whose Meadville Shares are registered in the name of any Registered Owner should contact such Registered Owner (or the appropriate intermediary) to give

instructions to and/or to make arrangements with such Registered Owner as to the manner in which the Meadville Shares beneficially owned by such Beneficial Owner should be voted at the EGM and as to the form in which such Beneficial Owner would like to receive the component of the Proposed Distribution comprising TTM Shares. Any Beneficial Owner who instructs the relevant Registered Owner to elect option (a) or option (b) on the Form of Election should return to the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, a duly completed and signed Tax Form on or before the Election Deadline.

Any Beneficial Owner who does not instruct its Registered Owner to complete, sign and return the Form of Election to the Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, on or before the Election Deadline will be deemed to have elected option (c) on the Form of Election. As a result, such Beneficial Owner will, through the relevant Registered Owner, receive the net cash proceeds of sale of the TTM Shares to which such Beneficial Owner would otherwise have been entitled under the Proposed Distribution sold through the Dealing Facility in lieu of receiving such TTM Shares.

Any Beneficial Owner whose Meadville Shares are deposited in CCASS and registered under the name of HKSCC Nominees must (unless such Beneficial Owner is a CCASS Investor Participant) contact their broker, custodian or nominee (or other relevant person who is or has in turn deposited such Meadville Shares with a CCASS Clearing Participant or CCASS Custodian Participant) regarding procedures for voting and election to be given to such person if such Beneficial Owner wishes to vote in respect of the Proposal and election instructions to be given to such person if such Beneficial Owner wishes to elect the form in which such Beneficial Owner would like to receive the component of the Proposed Distribution comprising the TTM Shares. CCASS Investor Participants should instruct HKSCC Nominees directly regarding the above.

Further details are set out in the sub-section headed Election in relation to TTM Shares of the letter from the Meadville Board set out in the Circular and the section headed Actions to be taken in Appendix I to the Circular and the Form of Election.

OVERSEAS SHAREHOLDERS

The Circular has been prepared for the purpose of complying with the laws, regulations and/or rules of Hong Kong and the information disclosed in the Circular may not be the same as that which would have been disclosed if the Circular had been prepared in accordance with the laws, regulations and/or rules of any other jurisdiction.

It is the responsibility of any overseas Shareholders wishing to accept the Proposed Distribution to satisfy themselves as to the full observance of the laws of the relevant jurisdiction(s) in connection with such acceptance and the payment of any issue, transfer or other taxes due in any such jurisdiction(s). Further details are set out in the section headed Information for Overseas Shareholders in Appendix I to the Circular.

MEADVILLE FINANCIAL INFORMATION

For the purposes of the Circular, Meadville was required to prepare audited consolidated financial information of Meadville for the nine months ended 30 September 2009. The audited consolidated financial information for the years ended 31 December 2006, 2007 and 2008 and for the nine months ended 30 September 2009 (**Meadville Financial Information**) as extracted from Appendix VI to the Circular is set out in Appendix 1 to this announcement for Shareholders information.

AMENDMENT TO PCB AGREEMENT AND LAMINATE AGREEMENT

The parties to the PCB Agreement and the Laminate Agreement, respectively, entered into a side letter on 8 February 2010 to extend the completion of the PCB Sale and the Laminate Sale, respectively, to the date which is ten Business Days following the satisfaction or waiver of all the PCB Sale Conditions and the Laminate Sale Conditions, respectively.

By order of the Board of
**Top Mix Investments
Limited**

By order of the Board of
TTM Technologies, Inc.

By order of the Board of
**TTM Hong Kong
Limited**

By order of the Board
of
**Meadville Holdings
Limited**

Tang Ying Ming, Mai
Director

Robert E. Klatell
Chairman

Kenton K. Alder
Director

**Tang Chung Yen,
Tom**
Executive Chairman

Hong Kong, 11 February 2010

As at the date of this announcement, Mr. Tang Hsiang Chien is the ultimate controlling shareholder of Top Mix.

As at the date of this announcement, the directors of Top Mix are Mr. Tang Hsiang Chien, Mr. Tang Chung Yen, Tom and Ms. Tang Ying Ming, Mai.

As at the date of this announcement, the directors of TTM are Mr. Robert E. Klatell, Mr. Kenton K. Alder, Mr. James K. Bass, Mr. Richard P. Beck, Mr. Thomas T. Edman and Mr. John G. Mayer.

As at the date of this announcement, the directors of TTM HK are Mr. Kenton K. Alder and Mr. Steven W. Richards.

As at the date of this announcement, the Meadville Directors are:

Executive Directors: Mr. Tang Hsiang Chien, Mr. Tang Chung Yen, Tom, Ms. Tang Ying Ming, Mai and Mr. Chung Tai Keung, Canice.

Independent non-executive Directors: Mr. Eugene Lee, Mr. Leung Kwan Yuen, Andrew and Dr. Li Ka Cheung, Eric.

Mr. Tang Hsiang Chien accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Meadville Group and the TTM Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than opinions expressed by the Meadville Group and the TTM Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of Top Mix jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Meadville Group and the TTM Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Meadville Group and the TTM Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of TTM jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Meadville Group and Top Mix) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Meadville Group and Top Mix) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of TTM HK jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Meadville Group and Top Mix) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Meadville Group and Top Mix) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Meadville Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the TTM Group and Top Mix) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the TTM Group and Top Mix) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Appendix 1

Meadville Financial Information

The following has been extracted from Appendix VI to the Circular.

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUPI FINANCIAL INFORMATION
CONSOLIDATED INCOME STATEMENTS

	Note	Year ended 31 December			Nine months ended 30 September	
		2006 HK\$ 000	2007 HK\$ 000	2008 HK\$ 000	2008 HK\$ 000 (unaudited)	2009 HK\$ 000
Revenue	5	3,140,398	4,490,262	5,626,451	4,269,498	3,700,891
Cost of sales	9,22	(2,486,560)	(3,430,222)	(4,546,027)	(3,426,634)	(2,970,848)
Gross profit		653,838	1,060,040	1,080,424	842,864	730,043
Other income	6	97,145	177,050	172,495	137,369	98,909
Selling and distribution expenses	9	(126,467)	(240,182)	(280,422)	(219,237)	(196,220)
General and administrative expenses	9	(154,349)	(245,152)	(281,565)	(158,676)	(306,479)
Share award expenses	7,9		(254,502)	(11,661)	(9,198)	(10,772)
Operating profit		470,167	497,254	679,271	593,122	315,481
Loss on share reform of an associated company	19	(52,237)				
Interest income	10	6,034	27,300	5,095	3,730	1,324
Finance costs	11	(88,171)	(109,737)	(132,011)	(96,791)	(64,057)
Share of net profit of associated companies	19	97,849	107,858	33,577	75,278	50,735
Profit before income tax		433,642	522,675	585,932	575,339	303,483
Income tax expense	12	(48,718)	(72,116)	(77,387)	(81,929)	(53,078)
Profit for the year/period	5	384,924	450,559	508,545	493,410	250,405
Attributable to:						
Equity holders of the Company	13	320,017	341,648	402,468	417,642	178,307
Minority interests		64,907	108,911	106,077	75,768	72,098
		384,924	450,559	508,545	493,410	250,405

Earnings per share for profit attributable to equity holders of the Company during the year/period (expressed in HK\$ per share)

basic and diluted	13	0.21	0.17	0.20	0.21	0.09
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Dividends	14		120,000	82,488	54,992	29,460
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The notes on pages VI-18 to VI-132 are an integral part of this Financial Information.

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended 31 December			Nine months ended 30 September	
	2006 HK\$ 000	2007 HK\$ 000	2008 HK\$ 000	2008 HK\$ 000 (unaudited)	2009 HK\$ 000
Profit for the year/period	384,924	450,559	508,545	493,410	250,405
Other comprehensive income					
Exchange differences	50,899	147,073	128,805	159,588	3,235
Fair value (loss)/gain of available-for-sale financial asset			(454)	3,564	(2,921)
Cash flow hedge change in fair value of hedging instruments					22,796
transfer to income statement upon change in fair value of hedged items					(17,226)
transfer to property, plant and equipment					(178)
Other comprehensive income for the year/period, net of tax	50,899	147,073	128,351	163,152	5,706
Total comprehensive income for the year/period	435,823	597,632	636,896	656,562	256,111
Total comprehensive income attributable to:					
Equity holders of the Company	364,816	469,588	508,445	555,889	183,632
Minority interests	71,007	128,044	128,451	100,673	72,479
	435,823	597,632	636,896	656,562	256,111

The notes on pages VI-18 to VI-132 are an integral part of this Financial Information.

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		At 31 December			At 30 September
	Note	2006	2007	2008	2009
		HK\$ 000	HK\$ 000	HK\$ 000	HK\$ 000
Assets					
Non-current assets					
Property, plant and equipment	16	2,030,800	4,121,368	5,290,295	5,166,726
Leasehold land and land use rights	17	114,549	174,420	178,430	175,181
Intangible assets	18	22,561	149,899	22,159	21,292
Interests in associated companies	19	441,409	579,543	620,573	635,563
Available-for-sale financial asset	21		21,089	20,635	17,714
Derivative financial instruments	29				22,358
Deferred tax assets	30		13,124	32,682	42,935
		2,609,319	5,059,443	6,164,774	6,081,769
Current assets					
Inventories	22	373,459	498,000	544,904	545,769
Debtors and prepayments	23	1,241,699	1,597,034	1,243,021	1,171,839
Derivative financial instruments	29				438
Amount due from a minority shareholder	36		39,055		
Taxation recoverable		2,220	6,090	21,820	25,537
Cash and bank balances	25	211,150	418,192	889,773	951,865
		1,828,528	2,558,371	2,699,518	2,695,448
Total assets		4,437,847	7,617,814	8,864,292	8,777,217
Equity					
Capital and reserves attributable to the equity holders of the Company					
Share capital	26	777,000	1,822,612	1,822,252	1,822,252
Reserves	27	(43,189)	560,901	929,024	1,093,968
Proposed final dividend	14, 27		80,000	27,496	

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	733,811	2,463,513	2,778,772	2,916,220
Minority interests in equity	203,916	359,293	425,167	560,894
Total equity	937,727	2,822,806	3,203,939	3,477,114

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

		At 31 December			At 30 September
	<i>Note</i>	2006	2007	2008	2009
		<i>HK\$ 000</i>	<i>HK\$ 000</i>	<i>HK\$ 000</i>	<i>HK\$ 000</i>
Liabilities					
Non-current liabilities					
Borrowings	28	749,060	1,738,067	2,777,110	2,964,762
Derivative financial instruments	29			17,350	13,944
Deferred tax liabilities	30	14,219	81,483	97,081	92,730
Financial liabilities	31		264,394	151,270	161,758
Long-term other payables	32		115,658	74,564	24,974
		763,279	2,199,602	3,117,375	3,258,168
Current liabilities					
Creditors and accruals	33	800,030	1,428,268	1,467,106	1,183,508
Amount due to a subsidiary of a minority shareholder	34	63,359	29,367	16,828	25,848
Amounts due to associated companies	34	120,742	150,669	121,595	140,595
Amounts due to related parties	24	709,598			
Amount due to a minority shareholder	36		343	60,466	
Borrowings	28	1,026,247	961,107	858,525	635,911
Derivative financial instruments	29			8,015	2,023
Dividend payable					29,460
Taxation payable		16,865	25,652	10,443	24,590
		2,736,841	2,595,406	2,542,978	2,041,935
Total liabilities		3,500,120	4,795,008	5,660,353	5,300,103
Total equity and liabilities		4,437,847	7,617,814	8,864,292	8,777,217
Net current (liabilities)/assets		(908,313)	(37,035)	156,540	653,513
Total assets less current liabilities		1,701,006	5,022,408	6,321,314	6,735,282

The notes on pages VI-18 to VI-132 are an integral part of this Financial Information.

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

COMPANY STATEMENTS OF FINANCIAL POSITION

	<i>Note</i>	2006 <i>HK\$ 000</i>	At 31 December 2007 <i>HK\$ 000</i>	2008 <i>HK\$ 000</i>	At 30 September 2009 <i>HK\$ 000</i>
Assets					
Non-current assets					
Investments in subsidiaries	20	777,000	777,000	777,000	777,000
Current assets					
Debtors and prepayments	23	7,532	312	582	235
Amounts due from subsidiaries	35		1,315,749	1,910,604	1,855,731
Taxation recoverable				9	
Cash and bank balances	25		339	542	29,574
		7,532	1,316,400	1,911,737	1,885,540
Total assets		784,532	2,093,400	2,688,737	2,662,540
Equity					
Capital and reserves attributable to the equity holders of the Company					
Share capital	26	777,000	1,822,612	1,822,252	1,822,252
Reserves	27	(597)	173,464	831,478	802,018
Proposed final dividend	14		80,000	27,496	
Total equity		776,403	2,076,076	2,681,226	2,624,270
Liabilities					
Current liabilities					
Creditors and accruals	33	1,004	17,324	7,509	8,810
Amounts due to subsidiaries	35	7,125			
Dividend payable					29,460
Taxation payable				2	
		8,129	17,324	7,511	38,270

Total equity and liabilities	784,532	2,093,400	2,688,737	2,662,540
Net current (liabilities)/assets	(597)	1,299,076	1,904,226	1,847,270
Total assets less current liabilities	776,403	2,076,076	2,681,226	2,624,270

The notes on pages VI-18 to VI-132 are an integral part of this Financial Information.

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Year ended 31 December			Nine months ended 30 September	
		2006 HK\$ 000	2007 HK\$ 000	2008 HK\$ 000	2008 HK\$ 000	2009 HK\$ 000
					(unaudited)	
Cash flows from operating activities						
Profit before income tax		433,642	522,675	585,932	575,339	303,483
Adjustments for:						
Share of net profit of associated companies		(97,849)	(107,858)	(33,577)	(75,278)	(50,735)
Loss on share reform of an associated company		52,237				
Interest income		(6,034)	(27,300)	(5,095)	(3,730)	(1,324)
Finance costs		88,171	109,737	132,011	96,791	64,057
Impairment of intangible assets		55		19,860		
Impairment of property, plant and equipment			10,612			5,419
Amortisation of intangible assets		1,170	1,337	2,991	2,513	878
Amortisation of leasehold land and land use rights		2,472	2,904	4,353	3,252	3,297
Depreciation of property, plant and equipment		208,770	291,760	441,705	322,361	387,084
Dividend income from available-for-sale financial asset						(1,971)
Negative goodwill from acquisition of minority interest in a subsidiary	38(a)	(1,108)				
Income on partial disposal of a subsidiary	38(b)		(41)			
(Gain)/loss on disposal of property, plant and equipment		(684)	2,599	22,383	9,430	1,222
Gain on adjustment for contingent consideration in relation to business combination				(13,933)		(13,425)
Net exchange differences		(5,115)	(45,043)	(141,888)	(143,518)	
Share award expenses			254,502	11,661	9,198	10,772

APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

Note	Year ended 31 December			Nine months ended 30 September	
	2006 HK\$ 000	2007 HK\$ 000	2008 HK\$ 000	2008 HK\$ 000 (unaudited)	2009 HK\$ 000
Operating profit before working capital changes	675,727	1,015,884	1,026,403	796,358	708,757
Changes in:					
Inventories	(114,271)	(96,759)	(46,904)	(232,236)	(865)
Debtors and prepayments	(272,588)	(139,214)	354,013	(128,156)	71,182
Restricted bank balances	12,075	(2,477)	(1,972)	2,719	(2,524)
Creditors and accruals	204,356	456,466	38,838	110,936	(283,598)
Long-term other payables		115,658	(41,094)	(16,265)	(49,590)
Amount due from a director	20,809				
Amounts due to associated companies	(23,210)	29,927	(29,074)	(44,085)	19,000
Amounts due from/(to) related parties	(39,669)	(9,598)			
Amounts due from/(to) minority shareholders		(38,712)	39,055	39,958	
Amount due to a subsidiary of a minority shareholder	39,565	(33,992)	(12,539)	32,099	9,020
Cash generated from operating activities	502,794	1,297,183	1,326,726	561,328	471,382
Interest received	6,034	27,300	5,095	3,730	1,324
Interest paid	(88,171)	(109,737)	(90,770)	(82,653)	(66,768)
Hong Kong profits tax paid	(2,900)	(11,900)	(3,285)	(3,275)	(5,605)
Overseas tax paid	(36,396)	(70,741)	(110,034)	(85,341)	(51,625)
Net cash generated from operating activities	381,361	1,132,105	1,127,732	393,789	348,708

APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

	<i>Note</i>	Year ended 31 December			Nine months ended 30 September	
		2006 <i>HK\$ 000</i>	2007 <i>HK\$ 000</i>	2008 <i>HK\$ 000</i>	2008 <i>HK\$ 000</i> (unaudited)	2009 <i>HK\$ 000</i>
Cash flows from investing activities						
Purchase of property, plant and equipment		(654,442)	(1,387,330)	(1,409,181)	(1,100,129)	(268,216)
Purchase of leasehold land and land use rights		(30,805)				
Proceeds from sale of property, plant and equipment		7,482	3,431	2,644	3,514	1,022
Acquisition of a subsidiary, net of bank balances and cash acquired	38(c)		(694,715)			
Partial disposal of a subsidiary	38(b)		14,719			
Acquisition of minority interest in a subsidiary	38(a)	(6,354)				
Purchase of available-for-sale financial asset			(21,089)			
Investment in an associated company		(33,305)	(20,750)			
Distribution to equity holders		(6,698)				
Dividends received from associated companies		41,112	26,511	27,749	27,749	36,114
Dividend received from available-for-sale financial asset						1,971
Net cash used in investing activities		(683,010)	(2,079,223)	(1,378,788)	(1,068,866)	(229,109)

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

	<i>Note</i>	Year ended 31 December			Nine months ended 30 September	
		2006 <i>HK\$ 000</i>	2007 <i>HK\$ 000</i>	2008 <i>HK\$ 000</i>	2008 <i>HK\$ 000</i> (unaudited)	2009 <i>HK\$ 000</i>
Cash flows from financing activities						
New borrowings		1,967,787	3,095,406	3,506,676	3,088,152	1,129,480
Repayment of borrowings		(1,629,011)	(2,186,244)	(2,595,841)	(2,173,344)	(1,138,816)
Repurchase of own shares				(69,855)	(69,855)	
Proceeds from issuance of shares			1,125,000			
Share issue expenses			(79,388)			
Partial consideration pursuant to the reorganisation	38(d)		(700,000)			
Dividends paid to shareholders			(40,000)	(134,992)	(134,992)	(27,496)
Dividends paid to minority shareholders		(30,174)	(101,630)	(3,127)	(3,127)	(91,361)
Capital contribution by minority shareholders		18,068	114,285			94,199
Net cash generated from/(used in) financing activities		326,670	1,227,429	702,861	706,834	(33,994)
Net increase in cash and cash equivalents		25,021	280,311	451,805	31,757	85,605
Exchange differences on cash and cash equivalents		(16,497)	(33,236)	(7,822)	(9,157)	(411)
Cash and cash equivalents at beginning of the year/period		158,692	167,216	414,291	414,291	858,274
Cash and cash equivalents at end of the year/period	38(e)	167,216	414,291	858,274	436,891	943,468

The notes on pages VI-18 to VI-132 are an integral part of this Financial Information.
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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to the equity holders of the Company								
	Share capital	Available- for-sale financial instruments	Employee share options	Capitalised General reserve	Proposed Exchange redemption dividend	Retained earnings	Minority Total interests	Total equity	
	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	
At 1 January 2006	777,000	(549,769)		68,286	22,789	808,482	1,126,788	152,477	1,279,265
Profit for the year						320,017	320,017	64,907	384,924
Other comprehensive income:									
Exchange differences		2,934		336	41,529		44,799	6,100	50,899
Total comprehensive income for the year ended 31 December 2006		2,934		336	41,529	320,017	364,816	71,007	435,823
Transactions with equity holders:									
Capital contribution by minority shareholders								18,068	18,068
Partial consideration pursuant to the reorganisation		(700,000)					(700,000)		(700,000)
Distribution to equity holders						(57,793)	(57,793)		(57,793)
Disposal of equity interest by a minority shareholder								(7,462)	(7,462)

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Dividends										
Transfer			12,773		(12,773)			(30,174)		(30,174)
	(700,000)		12,773		(70,566)	(757,793)		(19,568)		(777,361)
At 31										
December 2006	777,000	(1,246,835)	81,395	64,318	1,057,933	733,811	203,916			937,727

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APPENDIX VI

ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP

	Attributable to the equity holders of the Company										
	Share capital	Merger reserve	Available-for-sale financial instruments reserve	Employee share-based compensation reserve	General reserve	Exchange reserve	Proposed final dividend	Retained earnings	Total	Minority interests	Total equity
	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000
Year ended 31 December 2007	777,000	(1,246,835)			81,395	64,318		1,057,933	733,811	203,916	937,000
Change for the year							341,648	341,648	108,911	450,559	
Comprehensive income:											
Change in net assets:											
Exchange differences					713	126,627		600	127,940	19,133	147,973
Comprehensive income for the year ended 31 December 2007					713	126,627		342,248	469,588	128,044	597,972
Transactions with equity holders:											
Contribution by equity holders										128,963	128,963
Dividends from operations											
Issue of shares	1,125,000							1,125,000			1,125,000
Share-based payment expenses	(79,388)							(79,388)			(79,388)
Share-based payment award expenses (Note 10)				254,502				254,502			254,502
Share-based payment expense (Note 10)				(40,000)				(40,000)	(101,630)		(141,630)
				(80,000)			80,000				

used final end (Note										
fer			48,461				(48,461)			
	1,045,612		134,502	48,461		80,000	(48,461)	1,260,114	27,333	1,287,447
ember 2007	1,822,612	(1,246,835)	134,502	130,569	190,945	80,000	1,351,720	2,463,513	359,293	2,822,806

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APPENDIX VI

**ACCOUNTANT'S REPORT ON THE
MEADVILLE GROUP**

Attributable to the equity holders of the Company

	Available- for-sale financial Share	Employee share-based asset	Proposed
Share			
Merger			
Hedging			