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**APPENDIX VII      UNAUDITED PRO FORMA FINANCIAL INFORMATION  
ON THE REMAINING MEADVILLE GROUP**

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The following is an illustrative and unaudited pro forma consolidated statement of financial position, pro forma consolidated income statement and pro forma consolidated statement of cash flows of the Remaining Meadville Group which have been prepared on the basis of the notes set out below for the purpose of illustrating the effect of the Transactions and the Proposed Distribution, as if the Transactions and the Proposed Distribution had taken place on 30 September 2009 for the pro forma consolidated statement of financial position and as if the Transactions and the Proposed Distribution had taken place on 1 January 2009 for the pro forma consolidated income statement and the pro forma consolidated statement of cash flows.

This unaudited pro forma financial information has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position, results and cash flow of the Remaining Meadville Group had the Transactions and the Proposed Distribution been completed as at 30 September 2009 or 1 January 2009, where appropriate, or at any future dates.

**APPENDIX VII      UNAUDITED PRO FORMA FINANCIAL INFORMATION  
ON THE REMAINING MEADVILLE GROUP**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS  
AT 30 SEPTEMBER 2009**

	Pro forma adjustments								Unaudited pro forma consolidated statement of financial position of the Remaining Meadville Group as at
									30 September 2009
	Audited consolidated statement of financial position of the Group as at 30 September 2009							Subtotal	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	Note 7	Note 8		
<b>Assets</b>									
<b>Non-current assets</b>									
Property, plant and equipment	5,166,726	(4,840,601)	(326,125)						—
Leasehold land and land use rights	175,181	(144,567)	(30,614)						—
Intangible assets	21,292	(21,292)	—						—
Investments in associated companies	635,563	—	(635,563)						—
Available-for-sale financial asset	17,714	(17,714)	—						—
Derivative financial instruments	22,358	(22,358)	—						—
Deferred tax assets	42,935	(42,437)	(498)						—
Loan to a fellow subsidiary	—	(10,076)	—	10,076					—
	<u>6,081,769</u>	<u>(5,099,045)</u>	<u>(992,800)</u>						<u>—</u>
<b>Current assets</b>									
Inventories	545,769	(457,569)	(88,200)						—
Debtors and prepayments	1,171,839	(1,083,759)	(87,833)			247			247
Derivative financial instruments	438	(438)	—						—
Amounts due from related parties	—	—	—	49,492		49,492			49,492
Amounts due from fellow subsidiaries	—	(13,889)	(97,952)	111,841					—
Amount due from Top Mix	—	—	—			2,647,159	(2,647,159)		—
Taxation recoverable	25,537	(23,752)	(1,785)						—
Cash and bank balances	951,865	(849,012)	(73,279)	883,800	136,633	1,050,007	(910,833)		139,174
	<u>2,695,448</u>	<u>(2,428,419)</u>	<u>(349,049)</u>			<u>3,746,905</u>			<u>188,913</u>
<b>Non-current asset held for distribution to shareholders</b>	<u>—</u>	<u>—</u>	<u>—</u>	3,230,028		<u>3,230,028</u>	(3,230,028)		<u>—</u>
<b>Total assets</b>	<u>8,777,217</u>	<u>(7,527,464)</u>	<u>(1,341,849)</u>			<u>6,976,933</u>			<u>188,913</u>
<b>Equity</b>									
Capital and reserves	2,916,220	(1,779,298)	(1,095,879)	4,048,461	2,739,559	6,829,063	(6,788,020)		41,043
Minority interests in equity	560,894	(534,598)	(26,296)			—			—
<b>Total equity</b>	<u>3,477,114</u>	<u>(2,313,896)</u>	<u>(1,122,175)</u>			<u>6,829,063</u>			<u>41,043</u>

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	Audited consolidated statement of financial position of the Group as at 30 September 2009		Pro forma adjustments						Unaudited pro forma consolidated statement of financial position of the Remaining Meadville Group as at 30 September 2009	
			Subtotal							
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	Note 7	Note 8			
<b>Liabilities</b>										
<b>Non-current liabilities</b>										
Borrowings	2,964,762	(2,954,662)	(10,100)							
Derivative financial instruments	13,944	(13,944)	—							
Deferred tax liabilities	92,730	(74,779)	(17,951)							
Financial liabilities	161,758	(161,758)	—							
Long-term other payables	24,974	(24,974)	—							
Loan from a fellow subsidiary	—	—	(10,076)	10,076						
	<u>3,258,168</u>	<u>(3,230,117)</u>	<u>(38,127)</u>							
<b>Current liabilities</b>										
Creditors and accruals	1,183,508	(1,060,395)	(114,303)		65,367	44,233	118,410		118,410	
Amount due to a subsidiary of a minority shareholder	25,848	(18,251)	(25,848)	18,251			—		—	
Amounts due to associated companies	140,595	—	(10)	(140,585)			—		—	
Amount due to a minority shareholder	—	(122,334)	—	122,334			—		—	
Amounts due to fellow subsidiaries	—	(97,952)	(13,889)	111,841			—		—	
Amount due to immediate holding company	—	(49,492)	—	49,492			—		—	
Borrowings	635,911	(609,794)	(26,117)				—		—	
Derivative financial instruments	2,023	(2,023)	—				—		—	
Dividend payable	29,460	—	—				29,460		29,460	
Taxation payable	24,590	(23,210)	(1,380)				—		—	
	<u>2,041,935</u>	<u>(1,983,451)</u>	<u>(181,547)</u>				<u>147,870</u>		<u>147,870</u>	
<b>Total liabilities</b>	<u>5,300,103</u>	<u>(5,213,568)</u>	<u>(219,674)</u>				<u>147,870</u>		<u>147,870</u>	
<b>Total equity and liabilities</b>	<u>8,777,217</u>	<u>(7,527,464)</u>	<u>(1,341,849)</u>				<u>6,976,933</u>		<u>188,913</u>	
<b>Net current assets</b>	<u>653,513</u>	<u>(444,968)</u>	<u>(167,502)</u>				<u>3,599,035</u>		<u>41,043</u>	
<b>Total assets less current liabilities</b>	<u>6,735,282</u>	<u>(5,544,013)</u>	<u>(1,160,302)</u>				<u>6,829,063</u>		<u>41,043</u>	

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ON THE REMAINING MEADVILLE GROUP**

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**NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL  
POSITION OF THE REMAINING MEADVILLE GROUP:**

1. The balances are extracted without adjustment from the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular.
2. The adjustment relates to the combined assets and liabilities of the PCB Business disposed to TTM assuming the Transactions and Proposed Distribution had taken place on 30 September 2009. For the purpose of the unaudited pro forma consolidated statement of financial position, the amounts of combined assets and liabilities of the PCB Business are based on the combined financial information of the PCB Business of the Group as extracted from Note 40 to the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular.
3. The adjustment relates to the combined assets and liabilities of the Laminate Business disposed to Top Mix assuming the Transactions and the Proposed Distribution had taken place on 30 September 2009. For the purpose of the unaudited pro forma consolidated statement of financial position, the amounts of combined assets and liabilities of the Laminate Business are based on the combined financial information of the Laminate Business of the Group as extracted from Note 40 to the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular.
4. The adjustment represents the elimination of inter-segment balances between PCB Business and Laminate Business.
5. The adjustment reflects the total consideration for the disposal of PCB Business of approximately US\$530.8 million (equivalent to approximately HK\$4,113.8 million) which is to be settled partly by cash of approximately US\$114.0 million (equivalent to approximately HK\$883.8 million) and partly by issuing 36,334,000 new shares of TTM (representing an aggregate value of approximately US\$416.8 million (equivalent to approximately HK\$3,230.0 million) based on the closing price of US\$11.47 (equivalent to approximately HK\$88.89) per TTM Share as at 30 September 2009). This results in a gain of approximately HK\$2,269.1 million, representing the excess of the consideration over the combined net assets of the PCB Business attributable to the equity holders of the Company as at 30 September 2009 of approximately HK\$1,779.3 million, and an estimated legal and professional fee allocated to the disposal of PCB Business of approximately HK\$65.4 million with reference to the respective consideration of the disposal of the PCB Business and Laminate Business on a basis considered appropriate by management, assuming that this disposal had taken place on 30 September 2009. Since the closing price of the TTM Shares issued and the combined net assets of the PCB Business attributable to the equity holders of the Company at the date of completion of the Transactions and the Proposed Distribution may be substantially different from the fair values of the TTM Shares and the combined net asset value respectively used in the preparation of the unaudited pro forma consolidated statement of financial position, the final amount of the gain arising from the disposal of the PCB Business may also be different.

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6. The adjustment reflects the total consideration for the disposal of Laminate Business of approximately HK\$2,783.8 million which has been determined with reference to the market value of the investment by MTG Laminate (BVI) Limited (“MTG Laminate”) in GSST shares of approximately RMB1,947.2 million (equivalent to approximately HK\$2,210.7 million) based on the GSST Reference Price and the unaudited combined net assets of the Laminate Business attributable to the equity holders of the Company (excluding the investment in GSST shares) based on the unaudited management accounts of MTG Laminate as at 30 September 2009. The total consideration for the disposal of Laminate Business will be payable by Top Mix in cash as to approximately HK\$136.6 million and by issuing of three Promissory Notes in aggregate principal amount of approximately HK\$2,647.2 million to the Company.

This results in a gain of approximately HK\$1,643.7 million, representing the excess of the consideration over the combined net assets of the Laminate Business attributable to the equity holders of the Company as at 30 September 2009 of approximately HK\$1,095.9 million and an estimated legal and professional fee allocated to the disposal of Laminate Business of approximately HK\$44.2 million with reference to the respective consideration of the disposal of the PCB Business and Laminate Business on a basis considered appropriate by management, assuming that this disposal had taken place on 30 September 2009. For the purpose of the unaudited pro forma financial information, the market value of the investment by MTG Laminate in GSST shares is assumed to be based on the GSST Reference Price and has not taken into account of the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution, in which case the excess of the actual sale price (after any applicable transaction expenses and taxes) over the GSST Reference Price arising from the sale of GSST shares prior to the date of completion of the Transactions and the Proposed Distribution will be distributed to the equity holders. Since the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution may be substantially different from the GSST Reference Price used in the preparation of the unaudited pro forma consolidated statement of financial position, the final amount of the gain arising from the disposal of the Laminate Business may also be different. Also, since the combined net assets of the Laminate Business attributable to the equity holders of the Company at the date of completion of the Transactions and the Proposed Distribution may be substantially different from the net asset value used in preparation of the unaudited pro forma consolidated statement of financial position, the final amount of the gain arising from the disposal of the Laminate Business may also be different.

7. The balances represent the unaudited pro forma consolidated statement of financial position of the Remaining Meadville Group as at 30 September 2009 assuming the Transactions had taken place on 30 September 2009 but before the withdrawals of Listing and the Proposed Distribution.
8. The adjustment reflects the payment of the aggregate consideration for the disposal of the PCB Business and Laminate Business by way of dividend to the Company’s shareholders. The amount comprises:
- (a) cash in the aggregate amount of approximately HK\$910.8 million which includes (i) approximately HK\$883.8 million as the equivalent of approximately US\$114.0 million,

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being the cash component of the consideration for the disposal of the PCB Business; (ii) approximately HK\$136.6 million, being the cash component of the consideration for the disposal of the Laminate Business; and less (iii) an estimated total legal and professional fee of approximately HK\$109.6 million directly attributable to the disposal of PCB Business and Laminate Business;

- (b) approximately HK\$2,647.2 million, being the remaining consideration for disposal of the Laminate Business by way of the issue of the Promissory Notes, which will be distributed to the Controlling Shareholders, and without taking into account of the accrued interest on the Promissory Notes for the period from the date of issue to the date of distribution which will be paid by Top Mix to the Company and will be distributed to the shareholders as dividend. The financial impact of the accrued interest is determined by the management of the Company to be insignificant as compared to the total consideration of the disposal of the Laminate Business, and accordingly has not been considered for the purpose of the unaudited pro forma consolidated statement of financial position. In addition, the consideration for disposal of the Laminate Business has not taken into account of the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution, in which case the excess of the actual sale price (after any applicable transaction expenses and taxes) over the GSST Reference Price arising from the sale of GSST shares prior to the date of completion of the Transactions and the Proposed Distribution will be distributed to the equity holders. Since the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution may be substantially different from the GSST Reference Price used in the preparation of the unaudited pro forma consolidated statement of financial position, the final amount of the distribution to the equity holders may also be different; and
- (c) TTM Shares valued at approximately US\$416.8 million (equivalent to approximately HK\$3,230.0 million) based on the closing price per TTM Share of US\$11.47 (equivalent to approximately HK\$88.89) as at 30 September 2009, being part of the consideration for the disposal of the PCB Business. Since the closing price of the TTM Shares issued at the date of completion of the Transactions and the Proposed Distribution may be substantially different from their fair values used in the preparation of the unaudited pro forma consolidated statement of financial position, the final amount of the aggregate consideration for the disposal of the PCB Business may also be different.
9. No adjustment has been made to reflect any trading result or other transaction of the Company or the PCB Business or Laminate Business entered into subsequent to 30 September 2009 respectively.
10. For illustration purpose, translations of US\$ or RMB into HK\$ are made in this unaudited pro forma consolidated statement of financial position, at the rate US\$1.00 to HK\$7.7505 and RMB1.00 to HK\$1.1353.

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**UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT FOR THE NINE  
MONTHS ENDED 30 SEPTEMBER 2009**

	<b>Audited consolidated income statement of the Group for the nine months ended 30 September 2009</b>	<b>Pro forma adjustments</b>				<b>Unaudited pro forma consolidated income statement of the Remaining Meadville Group for the nine months ended 30 September 2009</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
	<i>Note 1</i>	<i>Note 2</i>	<i>Note 3</i>	<i>Note 4</i>		
Revenue	3,700,891	(3,505,389)	(475,026)	279,524	—	
Cost of sales	<u>(2,970,848)</u>	<u>2,844,527</u>	<u>406,730</u>	(280,409)	<u>—</u>	
Gross profit	730,043	(660,862)	(68,296)		—	
Other income	98,909	(91,733)	(8,061)	885	—	
Other gain — Disposal of the PCB Business	—	914,292	—		914,292	
Other gain — Disposal of the Laminate Business	—	—	2,183,535		2,183,535	
Selling and distribution expenses	(196,220)	164,209	32,011		—	
General and administrative expenses	(306,479)	276,255	22,141		(8,083)	
Share award expenses	<u>(10,772)</u>	<u>9,897</u>	<u>875</u>		<u>—</u>	
Operating profit	315,481	612,058	2,162,205		3,089,744	
Interest income	1,324	(5,192)	(55)	3,923	—	
Finance costs	(64,057)	63,759	4,221	(3,923)	—	
Share of net profit of associated companies	<u>50,735</u>	<u>—</u>	<u>(50,735)</u>		<u>—</u>	
Profit before income tax	303,483	670,625	2,115,636		3,089,744	
Income tax expense	<u>(53,078)</u>	<u>45,002</u>	<u>9,314</u>		<u>1,238</u>	
Profit for the period	<u>250,405</u>	<u>715,627</u>	<u>2,124,950</u>		<u>3,090,982</u>	
Attributable to:						
Equity holders of the Company	178,307	787,047	2,125,628		3,090,982	
Minority interests	<u>72,098</u>	<u>(71,420)</u>	<u>(678)</u>		<u>—</u>	
	<u>250,405</u>	<u>715,627</u>	<u>2,124,950</u>		<u>3,090,982</u>	

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**NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED INCOME STATEMENT OF  
THE REMAINING MEADVILLE GROUP:**

1. The amounts have been extracted without adjustment from the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular.
  
2. The adjustment reflects the combined results of the PCB Business disposed of assuming the Transactions and the Proposed Distribution had taken place on 1 January 2009. For the purpose of the unaudited pro forma consolidated income statement, the combined results of the PCB Business are based on the combined financial information of the PCB Business of the Group for the nine months ended 30 September 2009 as extracted from Note 40 of the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular. This results in a gain of approximately HK\$914.3 million which represents the excess of the total consideration for the disposal of the PCB Business of approximately US\$303.3 million (equivalent to approximately HK\$2,350.9 million) which is to be settled partly by cash of approximately US\$114.0 million (equivalent to approximately HK\$883.8 million) and partly by issuing 36,334,000 new shares of TTM (representing an aggregate value of approximately US\$189.3 million (equivalent to approximately HK\$1,467.1 million) based on the closing price of US\$5.21 (equivalent to approximately HK\$40.38) per TTM Share as at 31 December 2008) over the combined net assets of the PCB Business attributable to the equity holders of the Company as at 1 January 2009 of approximately HK\$1,371.2 million, and an estimated legal and professional fee allocated to this transaction of approximately HK\$65.4 million with reference to the respective consideration of the disposal of the PCB Business and Laminate Business on a basis considered appropriate by management, assuming that the disposal had taken place on 1 January 2009. Since the closing price of the TTM Shares issued and the combined net assets of the PCB Business attributable to the equity holders of the Company at the date of completion of the Transactions and the Proposed Distribution may be substantially different from the fair values of TTM Shares and the combined net asset value respectively used in the preparation of the unaudited pro forma consolidated income statement, the final amount of the gain arising from the disposal of the PCB Business may also be different.
  
3. The adjustment reflects the combined results of the Laminate Business disposed of assuming the Transactions and the Proposed Distribution had taken place on 1 January 2009. For the purpose of the unaudited pro forma consolidated income statement, the combined results of the Laminate Business are based on the combined financial information of the Laminate Business of the Group for the nine months ended 30 September 2009 as extracted from Note 40 of the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular. This results in a gain of approximately HK\$2,183.6 million which represents the excess of the total consideration for the disposal of the Laminate Business of approximately HK\$2,783.8 million (which will be payable by Top Mix in cash as to approximately HK\$136.6 million and by issuing of three Promissory Notes in aggregate principal amount of approximately HK\$2,647.2 million to the Company) over the combined net assets of the Laminate Business attributable to the equity holders of the Company as at 1 January 2009 of approximately HK\$556.0 million, and an estimated legal and professional fee allocated to this transaction of approximately HK\$44.2 million with reference to the respective consideration of the disposal of the PCB Business and

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Laminate Business on a basis considered appropriate by management, assuming that the disposal had taken place on 1 January 2009. For the purpose of the unaudited pro forma financial information, the consideration for the disposal of Laminate Business is assumed to be based on the GSST Reference Price and has not taken into account of the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution, in which case the excess of the actual sale price (after any applicable transaction expenses and taxes) over the GSST Reference Price arising from the sale of GSST shares prior to the date of completion of the Transactions and the Proposed Distribution will be distributed to the equity holders. Since the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution may be substantially different from the GSST Reference Price used in the preparation of the unaudited pro forma consolidated income statement, the final amount of the gain arising from the disposal of the Laminate Business may also be different. In addition, since the combined net assets of the Laminate Business attributable to the equity holders of the Company at the date of completion of the Transactions and the Proposed Distribution may be substantially different from the combined net asset value used in the preparation of the unaudited pro forma consolidated income statement, the final amount of the gain arising from the disposal of the Laminate Business may also be different.

4. The adjustment represents the elimination of inter-segment transactions between PCB Business and Laminate Business.
5. No adjustment has been made to reflect any trading result or other transaction of the Company or the PCB Business or Laminate Business entered into subsequent to 1 January 2009 respectively.
6. For illustration purpose, translations of US\$ or RMB into HK\$ are made in this unaudited pro forma consolidated income statement, at the rate of US\$1.00 to HK\$7.7499 and RMB1.00 to HK\$1.1353.

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**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE  
NINE MONTHS ENDED 30 SEPTEMBER 2009**

	Pro forma adjustments						Unaudited pro forma consolidated statement of cash flows of the Remaining Meadville Group for the nine months ended 30 September 2009		
	Audited consolidated statement of cash flows of the Group for the nine months ended 30 September 2009							Subtotal	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000
Note 1	Note 2	Note 3	Note 4	Note 5	Note 6				
Net cash generated from/(used in) operating activities	348,708	(307,046)	5,481		47,143		47,143		
Cash flows from investing activities									
Purchase of property, plant and equipment	(268,216)	269,023	11,259	(2,681)	9,385		9,385		
Proceeds from sale of property, plant and equipment	1,022	(2,878)	(825)	2,681	—		—		
Dividends received from an associated company	36,114	—	(36,114)		—		—		
Dividend received from available-for-sale financial assets	1,971	(1,971)	—		—		—		
Proceeds from disposal of the PCB Business	—	883,800	—		883,800		883,800		
Proceeds from disposal of the Laminate Business	—	—	136,633		136,633		136,633		
Net cash (used in)/generated from investing activities	(229,109)	1,147,974	110,953		1,029,818		1,029,818		
Cash flows from financing activities									
New borrowings	1,129,480	(1,086,128)	(43,352)		—		—		
Repayment of borrowings	(1,138,816)	1,082,289	56,527		—		—		
Loan from a fellow subsidiary	—	—	30,998	(30,998)	—		—		
Repayment of loan to a fellow subsidiary	—	(30,998)	—	30,998	—		—		
Dividends paid to shareholders	(27,496)	—	—		(27,496)		(27,496)		
Dividend paid to minority shareholders	(91,361)	91,361	—		—		—		
Capital contribution by minority shareholders	94,199	(88,349)	(5,850)		—		—		
Proposed distribution to shareholders	—	—	—		—	(910,833)	(910,833)		

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Audited consolidated statement of cash flows of the Group for the nine months ended 30 September 2009	Pro forma adjustments						Unaudited pro forma consolidated statement of cash flows of the Remaining Meadville Group for the nine months ended 30 September 2009
	Subtotal						
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>Note 1</i>	<i>Note 2</i>	<i>Note 3</i>	<i>Note 4</i>	<i>Note 5</i>	<i>Note 6</i>	
Net cash (used in)/generated from financing activities	(33,994)	(31,825)	38,323		(27,496)		(938,329)
	<u>-----</u>	<u>-----</u>	<u>-----</u>		<u>-----</u>		<u>-----</u>
Net increase in cash and cash equivalents	85,605	809,103	154,757		1,049,465		138,632
Exchange differences on cash and cash equivalents	(411)	457	(46)		—		—
Cash and cash equivalents at beginning of period	<u>858,274</u>	<u>(766,375)</u>	<u>(91,357)</u>		<u>542</u>		<u>542</u>
Cash and cash equivalents at end of period	<u><u>943,468</u></u>	<u><u>43,185</u></u>	<u><u>63,354</u></u>		<u><u>1,050,007</u></u>		<u><u>139,174</u></u>

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**NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH  
FLOWS OF THE REMAINING MEADVILLE GROUP:**

1. The amounts have been extracted without adjustment from the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular.
2. The adjustment reflects the combined statement of cash flows of the PCB Business disposed of assuming the Transactions and the Proposed Distribution had taken place on 1 January 2009. For the purpose of the unaudited pro forma consolidated statement of cash flows, the combined statement of cash flows of the PCB Business to be disposed of are based on the combined financial information of the PCB Business of the Group as extracted from Note 40 to the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular. The proceeds from disposal of the PCB Business represents the cash consideration for the disposal of PCB Business of approximately US\$114.0 million (equivalent to approximately HK\$883.8 million).
3. The adjustment reflects the combined cash flows of the Laminate Business disposed of assuming the Transactions and the Proposed Distribution had taken place on 1 January 2009. For the purpose of the unaudited pro forma consolidated statement of cash flows, the combined statement of cash flows of the Laminate Business to be disposed of are based on the combined financial information of the Laminate Business of the Group as extracted from Note 40 to the Accountant's Report on the Meadville Group as set out in Appendix VI to this Circular. The proceeds from disposal of the Laminate Business represents the cash consideration for the disposal of Laminate Business of approximately HK\$136.6 million.
4. The adjustment represents the elimination of inter-segment transactions between the PCB Business and the Laminate Business.
5. The amounts represent the unaudited pro forma consolidated statement of cash flows of the Remaining Meadville Group for the nine months ended 30 September 2009 assuming the Transactions had taken place on 1 January 2009 but before the withdrawals of Listing and the Proposed Distribution.
6. The adjustment reflects the payment of the aggregate consideration for the disposal of the PCB Business and Laminate Business by way of dividend to the Company's shareholders. The amount comprises:
  - (a) cash in the aggregate amount of approximately HK\$910.8 million (which includes (i) approximately HK\$883.8 million as the equivalent of approximately US\$114.0 million, being the cash component of the consideration for the disposal of the PCB Business; and (ii) approximately HK\$136.6 million, being the cash component of the consideration for the disposal of the Laminate Business; and less (iii) an estimated total legal and professional fee of approximately HK\$109.6 million directly attributable to these transactions; and

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**APPENDIX VII      UNAUDITED PRO FORMA FINANCIAL INFORMATION  
ON THE REMAINING MEADVILLE GROUP**

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- (b) non-cash consideration in the aggregate amount of approximately HK\$4,114.3 million which includes:
- (i) approximately HK\$2,647.2 million being the remaining consideration for disposal of the Laminate Business by way of the issue of the Promissory Notes, which will be distributed to the Controlling Shareholders, and without taking into account of the accrued interest on the Promissory Notes for the period from the date of issue to the date of distribution which will be paid by Top Mix to the Company and will be distributed to the shareholders as dividend. The financial impact of the accrued interest is determined by the management of the Company to be insignificant as compared to the total consideration of the disposal of the Laminate Business, and accordingly has not been considered for the purpose of the unaudited pro forma consolidated statement of cash flows. In addition, the consideration for disposal of the Laminate Business has not taken into account of the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution, in which case the excess of the actual sale price (after any applicable transaction expenses and taxes) over the GSST Reference Price arising from the sale of GSST shares prior to the date of completion of the Transactions and the Proposed Distribution will be distributed to the equity holders. Since the actual price that the GSST shares may be sold prior to the date of completion of the Transactions and the Proposed Distribution may be substantially different from the GSST Reference Price used in the preparation of the unaudited pro forma consolidated statement of cash flows, the final amount of the distribution to the equity holders may also be different; and
  - (ii) TTM Shares valued at approximately US\$189.3 million (equivalent to approximately HK\$1,467.1 million) based on the closing price per TTM Share of US\$5.21 (equivalent to approximately HK\$40.38) as at 31 December 2008, being part of the consideration for the disposal of the PCB Business. Since the closing price of the TTM shares issued at the date of completion of the Transactions and the Proposed Distribution may be substantially different from their fair values used in the preparation of the unaudited pro forma consolidated statement of cash flows, the final amount of the aggregate consideration for the disposal of the PCB Business may also be different.
7. No adjustment has been made to reflect any trading result or other transaction of the Company or the PCB Business or Laminate Business entered into subsequent to 1 January 2009 respectively.
8. For illustration purpose, translations of US\$ or RMB into HK\$ are made in this unaudited pro forma consolidated statement of cash flows, at the rate of US\$1.00 to HK\$7.7499 and RMB1.00 to HK\$1.1353.