GT REVISIONS 11/15

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# TTM Technologies, Inc.

Announcement of Business Combination with Meadville PCB



November 16, 2009

# Agenda

#### Management Hosts:

- Kent Alder (President and CEO, TTM)
- Steve Richards (CFO, TTM)
- Tom Tang (Chairman, Meadville Holdings Limited)
- Canice Chung (CEO, Meadville Holdings Limited)
- · Mai Tang (Vice Chairman, Meadville Holdings Limited)



**Transaction Overview** 

Strategic Rationale for Business Combination

Creating a Global Leader

Additional Financial Information

#### Transaction Overview

TTM Technologies, Inc. ("TTM") to create a business combination with the printed circuit board (PCB) business ("Meadville PCB") of Meadville Holdings Limited ("Meadville")



Equity purchase price of approximately US\$521 million will be payable in the form of cash and TTM stock, which implies a transaction enterprise value of approximately US\$936 million

- TTM shares issued to Meadville shareholders will represent approximately 45% interest in TTM post-transaction
  - The Tang family is Meadville's substantial shareholder and will own approximately 33% after closing
- The Tang family will have one board seat (out of seven) and will enter into standstill and voting agreements
- New committed Asian credit facility established for combined company up to US\$582.5 million
- Working with the Committee on Foreign Investment in the United States (CFIUS) and the U.S.
   Department of Defense (DOD) to address and protect any national security concerns



#### Transaction targeted to close in Q1 2010

 Expected to be accretive to earnings without synergies within the first year of combined operations <sup>1</sup>

#### Notes:

<sup>1</sup> This statement is not intended to be a profit forecast and should not be interpreted to mean that earnings for any subsequent financial period would necessarily be greater than those of any preceding financial period

# Combination Creates A Leading Global PCB Manufacturer

"Global Presence, Local Knowledge"

#### 2008 Revenue: US\$681 million 2008 Adjusted EBITDA1: US\$95 million

- · Largest North American PCB company by revenue with leading high-technology capabilities, listed on the NASDAQ exchange
- · Key relationships with Tier-1 OEMs in communications, computing, military/aerospace and industrial markets
- Diversified end-markets and customer base

#### Meadville PCB 2008 Revenue: US\$669 million 2008 Adjusted EBITDA2: US\$120 million

- · Founded in 1985, headquartered in Hong Kong and a leading volume PCB manufacturer in Asia
- Key established relationships with Tier-1 Asian OEMs and strong developing relationships with European and North American OEMs
- Well positioned in attractive end markets, including communications equipment, cell phone, computer and peripherals, and high-end consumer electronics

#### Combined Company 2008 Revenue: US\$1.35 billion 2008 Adjusted EBITDA: US\$215 million

- ◆ A leading global PCB company with high-technology capabilities and annual revenue over US\$1.2 billion (#3 global rank)
- One stop global solution from quick-turn through volume production focused facility specialization strategy
- Opportunity to capture significant incremental volume business from existing and new North American and EMEA customers
- · Positions TTM to serve growing Asian market demand
- · Integrated global sales force and manufacturing platform
- · Complementary footprints, customers and end-markets
- Further diversifies end-market exposure and customer base (top 5 customers would represent 24% of 2008 revenue)
- Deep, talented management team with leading expertise in U.S. and China

- es:
  TTM adjusted EBITDA defined as Operating Income, excluding depreciation and amortization expense of \$25.2 million and non-recurring items which in CY2008 included metal reclamation benefit of (\$3.7) million and impairment of goodwill of \$123.3 million. Adjusted EBITDA definition in this presentation differs from previously disclosed TTM EBITDA for the same period to allow for improved comparability to TTM peers

  Meadville PCS adjusted EBITDA defined as Operating Profit, excluding depreciation and amortization expense of \$54.9 million, net exchange differences of (\$19.6) million and non-scrap other income of (\$0.7) million

# **Transaction Summary**

#### Sources/Uses & Combined Metrics



LTM<sup>2</sup> Income Statement Data

Combined Balance Shee (6/30/2009)	t
(US\$ mm)	
Cash1;	\$177.5
TTM Existing Convertible Debt:	\$175.0
Assumed Meadville PCB Debt:	
Long-Term Bank Debt:	\$370.2
Current Bank Debt:	\$52.3
Short-Term Bank Loans:	\$31.8
Bank Overdrafts:	\$0.9
Total Combined Debt:	\$630.2
Net Debt:	\$452.7

(LTM as of 6/30/09)					
(US\$ mm)					
	TTM3 + M	eadville PCB4	= Combined		
Revenue	\$627.4	\$640.8	\$1,268.2		
Adj. EBITDA	\$74.4	\$119.3	\$193.7		
Net Income 5	\$34.2	\$28.2	\$62.4		

ı	Combined Credit Statistics
	LTM 6/30/09
	Total Debt/Adj. EBITDA: 3.3x
	Net Debt/Adj. EBITDA: 2.3x
	Target Ratios within First Year 6
	Total Debt/Adj. LTM EBITDA: <3.0x
	Net Debt/Adj. LTM EBITDA: <2.0x
П	

- Notes:

  1 Illustrative pro forma cash at 6/30/09, excludes all transaction adjustments except for elimination of cash consideration to be paid to Meadville

  2 LTM defined as Last Twelve Months.

  3 TTM adjusted EBITDA defined as Operating Income, excluding depreciation and amortization expense of \$2.4.4 million and non-recurring items which in the LTM period ended 6/30/09 included impairment of goodwill of \$12.3.7 million and restructuring charges of \$2.5 million. Adjusted EBITDA definition in this presentation differs from previously disclosed TTM EBITDA for the same period to allow for improved comparability to TTM peers

  4 Meadville PCB adjusted EBITDA defined as Operating Profit, excluding depreciation and amortization expense of \$60.0 million, net exchange differences of (\$1.4) million, and non-scrap other income of \$3.10 million.

  5 TTM non-GAAP net income shown, which excludes amortization, stock-based compensation, amortization of debt issuance costs and impairment Meadville PCB net income shown is attributable to equity holders of the PCB business

  6 Ratios based on management intentions, not a financial projection or forecast

# Overview of Meadville and Meadville PCB

#### Overview of Meadville

- · Founded in 1985 and headquartered in Hong Kong, Meadville is a leading PCB manufacturer in Asia and publicly listed on the Hong Kong stock exchange
  - Meadville focuses on higher-end PCB products
  - The company's "one-stop shop" service offers PCB engineering services, with QTA to volume production
  - Major customers include well-known global OEM and EMS customers from China, Japan, South Korea, North America and Europe as well as leading China focused OEMs
- · Leading applications include wireless and landline infrastructure, notebook and server computing products, cellular phones and consumer handheld products
- Over 12,000 employees
- China-based facilities located in Hong Kong, Dongguan (2 facilities), Guangzhou, Shanghai (3 facilities) and Suzhou

#### Key Financial Metrics - Meadville PCB

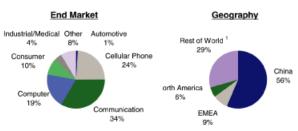
(US\$ mm)	2007	2008
Revenue <sup>1</sup>	\$526.6	\$669.4
Growth (YoY%)	44%	27%
Gross Profit <sup>1</sup>	\$122.8	\$129.4
Gross Margin %	23%	19%
Operating Income <sup>1</sup>	\$63.2	\$85.9
Operating Income %	12%	13%
◆ Total Assets <sup>2</sup>	\$866.7	\$1,032.7

1 2007 and 2008 Income Statements converted from HKD to USD at 0.1282 and 0.1284, respectively 2 2007 and 2008 Balance Sheets converted from HKD to USD at 0.1282 and 0.1290, respectively

#### **Top Customers by End Market**

End Market	Selected Cust	omers		
Cellular Phone	Huawei	Longcheer	Nokia	ZTE
Consumer Electronics	Sony	TNCSi		
Networking/ Communication	Ericsson Motorola	Huawei Shanghai Bell	Juniper No ZTE	etworks
Industrial/Medical/ Instrumentation/ Other	GE Healtho	care Siemer	ns	
Computing/ Storage/Peripherals	AMD		ynix 'IDIA	IBM

#### Revenue Mix - Meadville PCB

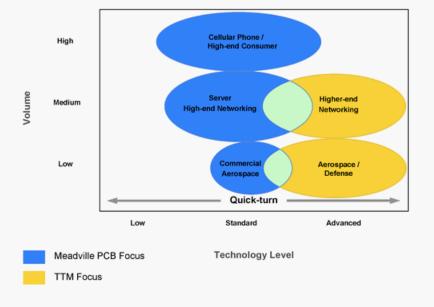


Notes:
1 Rest of World includes Hong Kong, Japan, Taiwan, Malaysia, Korea and others

# Strategic Rationale: Meadville PCB Meets All of TTM's Asian M&A Criteria TTM has pursued an extensive and disciplined Asian M&A strategy TTM's Current Strategy and Business Focus TTM's Asian M&A Criteria Meadville PCB Position TM's Asian M&A Criteria \*\*Established financial model with leading growth and margin profile \*\*Excellent management team with extensive China manufacturing expertise \*\*Excellent management team with extensive China manufacturing expertise \*\*Advanced technology capabilities – beat fit with TTM \*\*Advanced technology capabilities – beat fit with TTM \*\*Specialized facility strategy \*\*Complementary customer base consisting of Tier-1 OEMs \*\*Tree Complementary customer base consisting of Tier-1 OEMs \*\*Objects of the Strategy \*\*Objects of the Strat

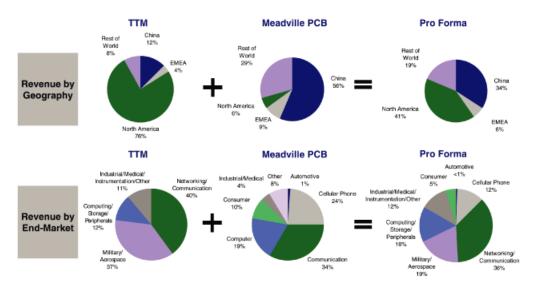
# Strategic Rationale: Global PCB Positioning

- ♦ TTM's advanced technology, quick-turn and aerospace/defense segments are well-positioned in North America
- Meadville PCB's focus is on the higher technology portion of the Asian market while maintaining a cost effective solution for customers



# Strategic Rationale: Diversifying Revenue Base

The combination creates a leading global manufacturer with a highly diversified revenue mix



Source: Company filings. Revenue for the calendar year 2008 period

# Strategic Rationale: Diversifying Customer Base

#### TTM 2008 Revenue Contribution by Customer

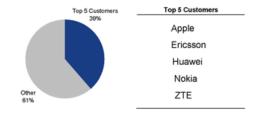
# Top 5 Customers 29% Cisco Systems ITT Corporation Juniper Networks Northrop Grumman Raytheon

#### Selected Customers by End Market

End Market	Selected Customers		
Militaryl Aerospace		ITT Corporation R Northrop Grumman	aytheon
Networking/ Communication		Huawei Juniper Networks	Nokia Siemens Networks
Industrial/Medical/ Instrumentation/ Other	Agilent Technologies Covidien	General Electric	Navigation
Computing/ Storage/Peripherals	Emerson Electric He		Intel

Source: Company filings, Management

#### Meadville PCB 2008 Revenue Contribution by Customer



#### Selected Customers by End Market

End Market	Selected Cust	tomers			
Cellular Phone	Huawei	Longcheer		Nokia	ZTE
Consumer Electronics	Sony	TNCSi			
Networking/ Communication	Ericsson Motorola	Huawei Shanghai B		Juniper Vetworks	ZTE
Industrial/Medical/ Instrumentation/ Other	GE Health	care S	iemens		
Computing/ Storage/Peripherals	AMD	Fujitsu Lenovo	Hynix NVIDIA		IBM

# Strategic Rationale: Growth/Synergy Opportunities

### One stop global solution

- Global presence, local knowledge
- PCBs, flex & rigid-flex and backplane assembly products
- · Quick-turn through volume production

#### Integrated global sales and production offering

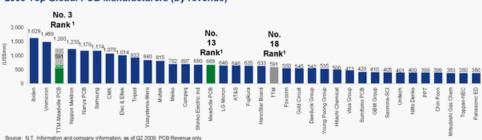
- · Enhances business potential with existing customers
  - NPI through low cost volume production
    - Full technology spectrum offering
    - Cross-selling
- Creates business development potential with new customers
  - Asia
  - EMEA
  - North America

#### Business combination creates operational efficiencies

- Enhanced Purchasing Power
- · Capital expenditures
- · Best practices

# Creates a Leading Global PCB Manufacturer...

#### 2008 Top Global PCB Manufacturers (by revenue)



#### TTM-Meadville PCB Combination Creates an Ideal Global Company

- √ Established financial model with strong growth, margins and cash flow generation
  √ Focus on advanced technology/higher margin business
- √ Capable and experienced management team
- ✓ Disciplined, profit-focused and growth-oriented culture
- √ Ability to service customers on a global basis
- ✓ Delivers one-stop customer solution

- √ Leading supplier to attractive aerospace/defense end-market
- $\checkmark$  Highly diversified revenues by geography, end-market, and customer
- √ Facility specialization strategy
- √ Cost effective Asian capacity

Source: Company filings, Management

#### ...With A Global Facility Footprint Integrated manufacturing platform enables TTM to execute a global facility specialization strategy · Seamless integration across distinct facilities enables successful one-stop shop solution for commercial customers No planned facility closures <sup>1</sup> **United States** China Aerospace/Defense High Tech/Quick Turn/High Mix Focused Assembly Volume Production Substrate 13 Shanghai - SMST Stafford, CT 6 Chippewa Falls, WI Shanghai, China Dongguan – DMC Ongguan - SYE Santa Clara, CA Santa Ana, CA Guangzhou – GME O Logan, UT San Diego, CA Stafford Springs, CT Hong Kong – OPCM 18 Shanghai – SME Shanghai – SKE

TTM Meadville

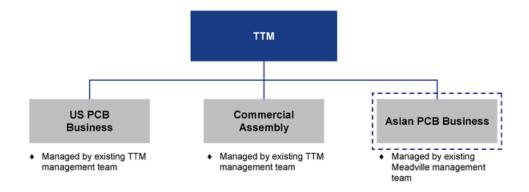
Notes:

1 TIM currently has ten manufacturing operations, nine of which are in the United States (two of which will be closed as previously announced by TTM) and one in the PRC

Suzhou – MAS

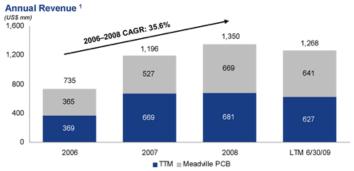
# Post Transaction Organizational Structure

Combined company to retain respective local management teams post transaction

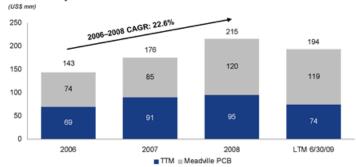


- The transaction is limited to Meadville's PCB business
- Meadville laminate business will be sold simultaneously in a separate transaction

# Combined Annual Revenue and Historical Adjusted EBITDA



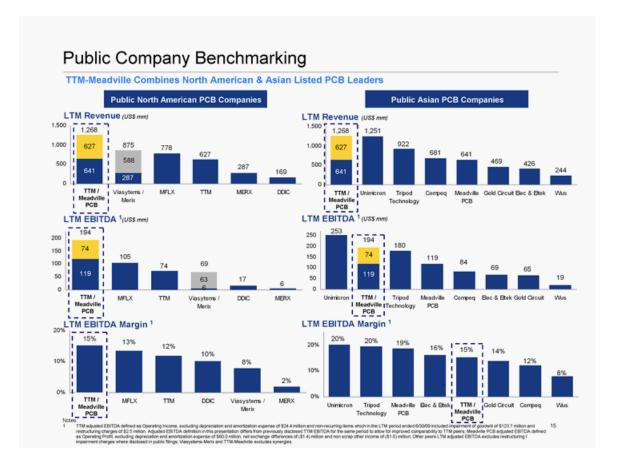
#### Historical Adjusted EBITDA 1,2



Notes:

1 TTM financials reflect acquisition of Tyco PCG on October 27, 2006 and Meadville's acquisition of Aspocomp on November 19, 2007

1 TTM adjusted EBITDA defined as Operating Income, excluding depreciation and amortization expense and non-recurring items. Adjusted EBITDA definition in this presentation differs from previously disclosed TTM EBITDA for the same period to allow for improved comparability to TTM peers; Meadville PCB adjusted EBITDA defined as Operating Profit, excluding depreciation and amortization expense, net exchange differences and non-scrap other income



# New Fully-Committed Asian Credit Facility

#### Structure Overview

- US\$582.5 million new credit facility from a syndicate of 7 leading Asian banks
- · Flexible tranche structure to address Asian business requirements
  - Tranche A: US\$350 million term loan; interest rate of L+200bps
  - Tranche B: US\$87.5 million revolving credit; interest rate of L+225bps
  - Tranche C: US\$65 million revolving invoice/trade credit; interest rate of L+125bos
  - Tranche D: US\$80 million letter of credit
  - Commitment fee of 0.2% and tenor of 4 years for all tranches
- · Security/Guarantors
  - Only assets of Asian PCB business are being pledged as collateral
  - TTM is providing a corporate guarantee as parent

#### Key Covenants / Terms

Key Financial Covenants

#### Combined Company (US\$mm)

	For Period Beginning Dec 31,				
	2009	2010	2011	2012	2013
Tangible Net Worth	\$400	\$400	\$400	\$400	\$400
Net Borrowings/ Tangible Net Worth	1.00x	0.80x	x08.0	0.80x	0.80x
Net Borrowings/EBITDA	4.00x	3.00x	3.00x	3.00x	3.00x
EBITDA/Interest Expense	4.00x	4.00x	4.00x	4.00x	4.00x

#### Meadville PCB (HK\$mm)

	For Period Beginning Dec 31,				
	2009	2010	2011	2012	2013
Tangible Net Worth	\$1,700	\$1,900	\$2,100	\$2,100	\$2,100
Net Borrowings/ Tangible Net Worth	1.40x	1.25x	1.00x	1.00x	1.00x
EBITDA/Interest Expense	5.00x	5.00x	5.00x	5.00x	5.00x
Curr. Assets/Curr.Liab.	100%	100%	100%	100%	100%

- Minimum Tang ownership in TTM
  - Through the life of the Facility (4-years), the Tang family shall maintain minimum of 20% ownership of TTM and a majority of the board control of TTM's Asian PCB Business

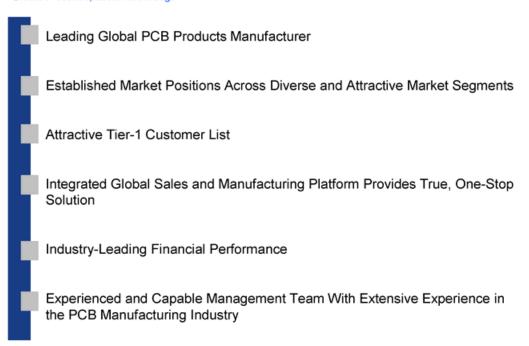
# Key Milestones to Closing

Transaction expected to close in Q1 2010 and is dependent on:



# Combined Investment Highlights

"Global Presence, Local Knowledge"



#### Statement on Hong Kong Code on Takeovers and Mergers

Meadville Holdings Limited is a company listed on the Hong Kong Stock Exchange. The combination of TTM Technologies and Meadville's PCB business is regarded as a privatization of Meadville under the relevant Hong Kong regulations. In addition to compliance with the relevant U.S. securities laws, the transaction is also subject to Hong Kong laws and regulations, including the Hong Kong Code on Takeovers and Mergers (the "Code").

Under the Code, information is required to be made equally available to all shareholders as nearly as possible at the same time and in the same manner. TTM and Meadville have issued a joint announcement today which contains details about the transactions. The announcement has been filed with the SEC and the Hong Kong Stock Exchange. The Code expressly provides that no material new information and no significant new opinions can be provided or expressed at meetings with shareholders, analysts, stockbrokers or others engaged in investment management or advice during the offer period. During this call, TTM and Meadville will not be able to provide material information or express significant opinions which have not previously been published.

Also, TTM and Meadville will not be able to give any profit forecasts or make any statements which may be treated as profit forecasts. Under the Code, a profit forecast must be reviewed and reported on by the auditors and the financial advisers before they can be published. No statements made in this presentation should be interpreted to mean that earnings will necessarily be greater than those for any preceding financial period.

#### Forward-Looking Statements

This presentation contains forward-looking statements that relate to future events or performance. These statements reflect the company's current expectations, and the company does not undertake to update or revise these forward-looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other company statements will not be realized. Furthermore, readers are cautioned that these statements involve risks and uncertainties, many of which are beyond the company's control, which could cause actual results to differ materially from the forward-looking statements. These risks and uncertainties include, but are not limited to, risks associated with obtaining regulatory approvals in the U.S. and China, the company's dependence upon the electronics industry, the risks associated with integrating acquisitions, the company's dependence upon a small number of customers, general economic conditions and specific conditions in the markets TTM addresses, the unpredictability of and potential fluctuation in future revenues and operating results, increased competition from low-cost foreign manufacturers, and other "Risk Factors" set forth from time to time in the company's SEC filings.

#### Important Information Relating to the Proposed Transaction

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities of Meadville Holdings Limited ("Meadville") or TTM Technologies, Inc. ("TTM") or a solicitation of any vote or approval. In connection with the proposed transactions described in this document, TTM will file relevant materials with the U.S. Securities and Exchange Commission (the "SEC") at <a href="https://www.sec.gov">www.sec.gov</a>, and Meadville will publish certain relevant materials on the websites of the Securities and Futures Commission at <a href="https://www.sfc.hk">www.sfc.hk</a> and The Stock Exchange of Hong Kong at <a href="https://www.hkex.com.hk">www.sfc.hk</a> and The Stock Exchange of Hong Kong at <a href="https://www.hkex.com.hk">www.hkex.com.hk</a>. TTM will file a Registration Statement on Form S-4 with the SEC that includes a proxy statement for the shareholders of TTM and a U.S. prospectus for Meadville and the shareholders of Meadville. TTM will mail the proxy statement/U.S. prospectus to its shareholders, and the U.S. prospectus to the circular to its shareholders. Before making any voting or investment decision, TTM's and Meadville's shareholders and investors are urged to read the circular and proxy statement/U.S. prospectus regarding such transactions when they become available because they will contain important information. The proxy statement/U.S. prospectus and other documents that will be filed by TTM with the SEC will be available free of charge at the SEC's website, www.sec.gov, or by directing a request when such a filing is made to TTM, 2630 S. Harbor Blvd., Santa Ana, CA 92704, Attention: Investor Relations.

#### Participants in Solicitation

TTM, its directors and certain of its executive officers may be considered participants in the solicitation of proxies in connection with the transactions described in this document. Information about the directors and executive officers of TTM is set out in TTM's definitive proxy statement, which was filed with the SEC on March 26, 2009. Investors may obtain additional information regarding the interests of such participants by reading the proxy statement/U.S. prospectus which TTM will file with the SEC when it becomes available.