

CLERK OF THE COURT

ORD

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DEPARTMENT XIII
NOTICE OF HEARING
DATE 12/22/14 TIME 9:00 AM
APPROVED BY RT

**EIGHTH JUDICIAL DISTRICT COURT
CLARK COUNTY, NEVADA**

IN RE TRUNKBOW INTERNATIONAL
HOLDINGS LIMITED SHAREHOLDERS'
LITIGATION

Case No. A-12-671652-B

Dept. No. XIII

Consolidated with:

A-13-693474-C

A-13-693613-C

A-13-693654-B

A-14-694023-C

A-14-694147-B

**ORDER PRELIMINARILY APPROVING CLASS ACTION SETTLEMENT, AND
PROVIDING FOR NOTICE AND HEARING IN CONNECTION WITH SETTLEMENT
PROCEEDINGS**

COOKSEY, TOOLEN, GAGE, DUFFY & WOOG

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DISTRICT COURT DEPT XIII

1 WHEREAS, on April 7, 2014, the parties to the above-entitled action (the "Action")¹
2 entered into a Stipulation of Settlement ("Stipulation"), a copy of which has been submitted to
3 the Court, which is subject to review under Rule 23 of the Nevada Rules of Civil Procedure and
4 which, together with the exhibits thereto, sets forth the terms and conditions for the proposed
5 settlement of the Action;

6 WHEREAS, (i) Plaintiffs (on behalf of themselves and each of the Class Members), by
7 and through their counsel of record in the litigation; (ii) Trunkbow International Holdings
8 Limited, by and through its counsel of record in the litigation; and (iii) Trunkbow International
9 Merger Sub Limited, by and through its counsel of record in the litigation, have applied for an
10 Order pursuant to Rule 23(e) of the Nevada Rules of Civil Procedure, preliminarily approving
11 a proposed settlement of this Action in accordance with the Stipulation (this "Order").

12 WHEREAS, the Court having read and considered the Stipulation and the
13 accompanying exhibits thereto; and having reviewed the papers submitted by the parties in support
14 of the requested preliminary approval; and

15 WHEREAS, the Court being fully advised of the premises and good cause appearing
16 therefore;

17 **IT IS HEREBY ORDERED THAT:**

18 1. Unless otherwise stated herein, all capitalized terms contained in this Order shall
19 have the same meaning and effect as stated in the Stipulation.

20 2. The Stipulation and the Settlement set forth therein is preliminarily approved as fair,
21 reasonable, and adequate to the Members of the Class, subject to further consideration at the
22 hearing set forth below.

23 3. For settlement purposes only, and pending the Settlement Hearing (defined
24 below), the Action is preliminarily certified as a non-opt out class pursuant to Nevada Rules
25

26 ¹ For the avoidance of any doubt, the Action refers to the above-captioned class action, which includes the following
27 consolidated cases: *Hansen v. Trunkbow Int'l Holdings Ltd.*, No. A-12-671652-C (now A-12-671652-B); *Davis v.*
28 *Hou*, No. A-12-671946-C; *Lines v. Trunkbow Int'l Holdings Ltd.*, No. A-13-693474-C; *Morgan v. Hou*, No. A-13-
693613-C; *Hertel v. Trunkbow Int'l Holdings Ltd.*, No. A-13-693654-C; *Lu Sun v. Trunkbow Int'l Holdings Ltd.*, No.
A-14-694023-C; and *Jean Fontaine v. Trunkbow Int'l Holdings Ltd.*, No. A-14-694147-C.

1 of Civil Procedure Rules 23(b)(1) and (b)(2), defined as any and all record holders and
2 beneficial owners of any share(s) of Trunkbow common stock who held any such share(s) at any
3 time during the period beginning on and including November 2, 2012 (the date of the
4 announcement of the Proposal), through and including April 14, 2014 (the date of
5 consummation of the Merger), including any and all of their respective successors in interest,
6 successors, predecessors in interest, predecessors, representatives, trustees, executors,
7 administrators, heirs, assigns and transferees, immediate and remote, and any person or entity
8 acting for or on behalf of, or claiming under, any of them, and each of them, together with their
9 predecessors in interest, predecessors, successors in interest, successors, and assigns, but
10 excluding Defendants, the immediate family members of the Individual Defendants, any entity
11 in which either Defendant has or had a controlling interest and affiliates, officers and directors of
12 any one or more of the foregoing entities, and the respective legal representatives, successors
13 in interest, predecessors, trustees, executors, administrators, heirs, assigns, or transferees of any
14 such excluded persons.

15 4. A hearing will be held before the Honorable Mark R. Denton, District Court, Clark
16 County, Regional Justice Center, Courtroom 12A, 200 Lewis Avenue, Las Vegas, Nevada
17 89101, on December 22, 2014, at 9:00 a.m./p.m. ("Settlement Hearing") to: (a)
18 determine whether the Court should certify a non-opt out class consisting of all persons or
19 entities who held shares of Trunkbow, either of record or beneficially at any time from and
20 including November 2, 2012 through April 14, 2014; (b) determine whether the Court should
21 grant final approval of the proposed Settlement on the terms and conditions provided for in the
22 Stipulation as fair, reasonable and adequate, and whether the Order and Final Judgment as
23 provided for in the Stipulation should be entered by the Court (the "Final Approval"); (c)
24 determine whether judgment should be entered pursuant to the Stipulation, inter alia,
25 dismissing the Action with prejudice on the merits; (d) consider the application of Plaintiffs'
26 Counsel for attorneys' fees and reimbursement of expenses (the "Fee Petition") and determine
27 whether, and in what amount, the Court should approve the Fee Petition; (e) determine whether
28 all Released Claims should be fully, finally and forever be released as set forth in the

1 Stipulation; (f) determine whether to bar and enjoin the prosecution of all Released Claims
2 against any released Person, including but not limited to any claims for attorneys' fees and
3 expenses (including but not limited to any such claims arising out of, relating to, or in connection
4 with the Settlement), except as otherwise provided for in the Stipulation; and (g) hear and
5 determine other matters relating to the proposed Settlement.

6 5. Having reviewed the proposed form of Notice of Pendency of Class Action,
7 Proposed Settlement, Settlement Hearing and Right to Appear ("Notice") attached as Exhibit C
8 to the Stipulation, the Court hereby approves such Notice and directs that within ten (10)
9 business days after entry of this Order, Trunkbow or its successors shall disseminate the Notice to
10 the Class Members in accordance with the terms of the Stipulation and shall use reasonable
11 efforts to give notice to nominee purchasers such as brokerage firms and other persons or
12 entities who owned Trunkbow common stock as of November 2, 2012, or at any time
13 thereafter. Such nominee purchasers are directed, within seven (7) days of their receipt of the
14 Notice, to either forward copies of the Notice to their beneficial owners, or to provide
15 Trunkbow, its successors, or their agent identified in the Notice, with lists of the names and
16 addresses of the beneficial owners, and Trunkbow, its successors, or their agent are ordered to
17 cause the Notice to promptly be sent to such identified beneficial owners. Nominee purchasers
18 who elect to send the Notice shall send a statement to Trunkbow, its successors, or their agent,
19 or their agent identified in the Notice, confirming the mailing was made as directed.
20 Additional copies of the Notice shall be made available to any record holders requesting such
21 for the purpose of distribution to beneficial owners, and such record holders shall be reimbursed
22 by Trunkbow or its successors for the reasonable expense of sending Notices to beneficial
23 owners.

24 6. The costs and expenses of printing, preparing, and disseminating the Notice shall be
25 borne by Trunkbow or its successors in accordance with the terms of the Stipulation.

26 7. The Court finds and determines that the form and content of the Notice constitute the
27 best notice to the Class practicable under the circumstances, constitute due and sufficient
28 notice of the matters set forth in said Notice, and fully satisfy the requirements of Rule 23 of

1 the Nevada Rules of Civil Procedure, the Constitutions of the State of Nevada and the United
2 States, and any other applicable laws.

3 8. At or prior to the Settlement Hearing, counsel for Trunkbow shall serve on Plaintiffs'
4 Counsel and file with the Court proof, by affidavit, of such mailing and publication of the
5 Notice as set forth in ¶5 hereof.

6 9. No person shall be entitled to object to the proposed Settlement, to the final
7 judgment to be entered in the Action, to any award of attorneys' fees, costs and expenses, or to
8 otherwise be heard, except by serving and filing with the Court a written notice of intention to
9 appear and written objections in the form and manner and by the date required by the Notice. Any
10 Class Member who fails to object in the manner and by the date required in the Notice shall be
11 deemed to have waived any objection and shall be forever barred from raising such objections
12 in this Action or any other action or proceeding. Class Members do not need to appear at the
13 Settlement Hearing or take any other action to indicate their approval.

14 10. Any Class Member may enter an appearance in the Action, at his own expense,
15 individually or through counsel of his own choice. If any Class Member does not enter an
16 appearance, (s)he will be represented by Plaintiffs' Counsel.

17 11. Class Members shall be bound by all determinations and judgments in the Action,
18 whether favorable or unfavorable, including the releases provided for in the Stipulation.

19 12. The Court expressly retains its power to adjourn the Settlement Hearing without any
20 further notice to the Class other than an announcement at the Settlement Hearing or any
21 adjournment thereof and to approve the Stipulation with minor modification without further
22 Notice to the Class.

23 13. If the Settlement receives Final Approval, the Court shall enter the Order and Final
24 Judgment. The Order and Final Judgment shall be fully binding with respect to all Class
25 Members in accordance with the terms of the Stipulation.

26 14. Pending final determination of whether the Settlement should be approved, the
27 Plaintiff, all Class Members, and anyone who acts or purports to act on their behalf, shall not
28 institute, commence or prosecute any action which asserts Released Claims against any of the

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Released Persons.

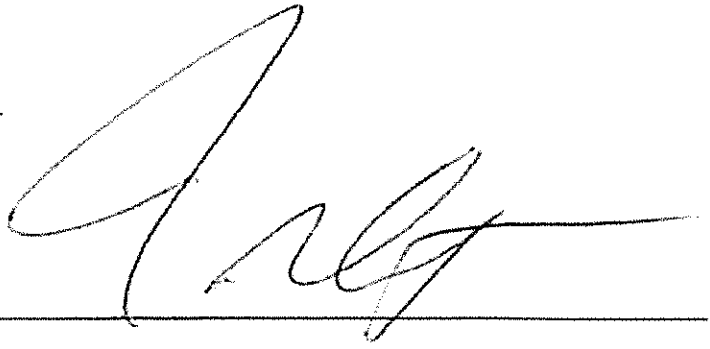
15. All discovery and other proceedings in the Action, and any and all related actions or proceedings (including discovery) by, on behalf of, or through any Class Members against any of the Defendants (excluding, however, those proceedings within the Action necessary to obtain Final Approval of the Settlement embodied in the Stipulation), are stayed and suspended until further order of this Court.

16. The dates of performance of this order are as follows:

- (i) The Notice shall be mailed to all reasonably identifiable Class Members within ten (10) business days of the entry of this Order;
- (ii) Plaintiffs' Counsel shall file and serve papers in support of Final Approval and the Fee Petition twenty-one (21) days before the Settlement Hearing;
- (iii) Objections to the Settlement or Fee Petition and notices of intention to appear at the Settlement Hearing shall be deemed timely only if postmarked at least fourteen (14) days before the Settlement Hearing.
- (iv) Defendants shall file and serve papers, if any, in support of Final Approval at least fourteen (14) days before the Settlement Hearing.
- (v) Plaintiffs' Counsel shall file and serve papers, if any, in response to any objections, at least seven (7) days before the Settlement Hearing.
- (vi) The Settlement Hearing shall be held on December 22, 2014, at 9:00 a.m/p.m.


17. The Court retains exclusive continuing jurisdiction over the Action to consider all further matters arising out of, or connected with, the Settlement.

Dated this 8th day of October 2014



DISTRICT COURT JUDGE

1 Submitted by:
2 **COOKSEY, TOOLEN, GAGE, DUFFY & WOOG, P.C.**

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