

CELESTICA INC  
Form SC 13D/A  
March 23, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

Manufacturers' Services Limited

---

(Name of Issuer)

Common Stock, \$0.001 par value per share  
(Including Common Stock issuable upon conversion of  
5.25% Series A Convertible Preferred Stock and 4.5% Series B  
Convertible Preferred Stock and upon exercise of Warrants and Options)

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(Title of Class of Securities)

565005105

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(CUSIP Number)

Onex Corporation  
Canada Trust Tower  
161 Bay Street 49th Floor  
Toronto, Ontario M5J 2S1 Canada  
Attention: Ewout R. Heersink  
(416) 362-7711

---

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:

Joel I. Greenberg, Esq. and Lynn Toby Fisher, Esq.  
Kaye Scholer LLP  
425 Park Avenue  
New York, New York 10022  
(212) 836-8000

March 12, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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Page 1 of 18 pages.  
Exhibit Index on page 17.

CUSIP No. 56500 5105

SCHEDULE 13D

Page 2 of 18 Pages

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
ONEX CORPORATION

(2) Check the Appropriate Box if a Member of a Group\*

(a)

(b)

(3) SEC Use Only

(4) Source of Funds\*  
AF

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization  
ONTARIO, CANADA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

(7) Sole Voting Power  
-0 -

(8) Shared Voting Power  
SEE ITEM 5

(9) Sole Dispositive Power  
-0 -

(10) Shared Dispositive Power  
SEE ITEM 5

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
SEE ITEM 5

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

(13) Percent of Class Represented by Amount in Row (11)  
SEE ITEM 5

(14) Type of Reporting Person\*  
CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

(1) Name of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 CELESTICA INC.

(2) Check the Appropriate Box if a Member of a Group\* (a)   
(b)

(3) SEC Use Only

(4) Source of Funds\*  
 WC

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

(6) Citizenship or Place of Organization  
 ONTARIO, CANADA

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH REPORTING  
 PERSON WITH

(7) Sole Voting Power  
 -0 -

(8) Shared Voting Power  
 SEE ITEM 5

(9) Sole Dispositive Power  
 -0 -

(10) Shared Dispositive Power  
 SEE ITEM 5

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
 SEE ITEM 5

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\* o

(13) Percent of Class Represented by Amount in Row (11)  
 SEE ITEM 5

(14) Type of Reporting Person\*  
 CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
CELESTICA (USA) INC. (FORMERLY KNOWN AS MSL ACQUISITION SUB INC.)

---

(2) Check the Appropriate Box if a Member of a Group\* (a)   
(b)

---

(3) SEC Use Only

---

(4) Source of Funds\*  
AF

---

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

(6) Citizenship or Place of Organization  
DELAWARE

---

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

(7) Sole Voting Power  
-0 -

---

(8) Shared Voting Power  
SEE ITEM 5

---

(9) Sole Dispositive Power  
-0 -

---

(10) Shared Dispositive Power  
SEE ITEM 5

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
SEE ITEM 5

---

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\* o

---

(13) Percent of Class Represented by Amount in Row (11)  
SEE ITEM 5

---

(14) Type of Reporting Person\*  
CO

---

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
GERALD W. SCHWARTZ

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(2) Check the Appropriate Box if a Member of a Group\* (a)   
(b)

---

(3) SEC Use Only

---

(4) Source of Funds\*  
AF

---

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

---

(6) Citizenship or Place of Organization  
ONTARIO, CANADA

---

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

(7) Sole Voting Power  
-0 -

---

(8) Shared Voting Power  
SEE ITEM 5

---

(9) Sole Dispositive Power  
-0 -

---

(10) Shared Dispositive Power  
SEE ITEM 5

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
SEE ITEM 5

---

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\* o

---

(13) Percent of Class Represented by Amount in Row (11)  
SEE ITEM 5

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(14) Type of Reporting Person\*  
IN

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**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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**SCHEDULE 13D**

This Amended and Restated Statement on Schedule 13D (this "**Statement**") amends and restates the Statement on Schedule 13D (the "**Original Statement**") filed with the Securities and Exchange Commission (the "**SEC**") on October 24, 2003, by Onex Corporation, an Ontario, Canada corporation ("**Onex**"), Celestica Inc., an Ontario, Canada corporation ("**Celestica**"), Celestica (USA) Inc., a Delaware corporation and wholly-owned subsidiary of Celestica (formerly known as MSL Acquisition Sub Inc. ("**Celestica (USA)**") and Gerald W. Schwartz.

**Item 1. Security and Issuer.**

This Statement is filed with respect to the common stock, par value \$0.001 per share (the "**Common Stock**"), of Manufacturers' Services Limited, a Delaware corporation (the "**Issuer**"). The Issuer's filings with the SEC state that the principal office of the Issuer is located at 300 Baker Avenue, Suite 106, Concord, Massachusetts 01742.

**Item 2. Identity and Background.**

This Statement is being filed by Onex, Celestica, Celestica (USA) and Gerald W. Schwartz. Mr. Schwartz, together with Onex, Celestica and Celestica (USA) are hereinafter collectively referred to as the "**Reporting Persons**."

The Reporting Persons are filing this Statement jointly, pursuant to the provisions of Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), as separate persons and not as members of a group. See **Exhibit 1** for their Joint Filing Agreement.

Onex is a publicly listed, diversified holding company that operates through autonomous subsidiaries. Onex controls Celestica through its ownership of a majority of the voting rights attaching to all shares of Celestica. The address of the principal business and the principal offices of Onex is 161 Bay Street, P.O. Box 700, Ontario, Canada M5J 2S1.

Celestica is a leading provider of electronics manufacturing services to original equipment manufacturers worldwide. Celestica (USA) is a wholly-owned subsidiary of Celestica. The address of the principal business and the principal offices of both Celestica and Celestica (USA) is 1150 Eglinton Avenue East, Toronto, Ontario, Canada M3C 1H7.

The name, business address, present principal occupation or employment and citizenship of each director and executive officer of the Reporting Persons are set forth on **Schedule I** hereto and are incorporated herein by reference.

The principal occupation of Mr. Schwartz is the Chairman of the Board, President and Chief Executive Officer of Onex. The business address of Mr. Schwartz is 161 Bay Street, P.O. Box 700, Toronto, Ontario, Canada M5J 2S1. Mr. Schwartz is a citizen of Canada. Mr. Schwartz controls Onex through his ownership of shares with a majority of the voting rights attaching to all shares of Onex.

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During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

The Merger (as defined below) was financed with: (i) the issuance of approximately \$14.3 million subordinate voting shares of Celestica in exchange for all of the Common Stock and certain shares of the Series B Preferred (as defined below) and (ii) cash of approximately \$50.6 million paid in exchange for all of the Series A Preferred (as defined below) and certain shares of the Series B Preferred. Celestica also assumed all of the Issuer's outstanding options and warrants which, as a result of the Merger, were converted into the right to purchase subordinate voting shares of Celestica.

**Item 4. Purpose of Transaction.**

On March 12, 2004, the Issuer was merged with and into Celestica (USA) (the "**Merger**") pursuant to an Agreement and Plan of Merger, dated as of October 14, 2003, as amended, by and among Celestica, Celestica (USA) and the Issuer (the "**Merger Agreement**").

The Merger Agreement was adopted by the holders of the majority of outstanding shares of the Common Stock and the Issuer's 5.25% Series A Convertible Preferred Stock, par value \$0.001 per share (the "**Series A Preferred**"), and 4.5% Series B Convertible Preferred Stock, par value \$0.001 per share (the "**Series B Preferred**"), at a special meeting of stockholders held on March 12, 2004. Pursuant to a stockholder agreement dated October 14, 2003 (the "**Stockholder Agreement**"), various entities associated with Credit Suisse First Boston Private Equity, Inc. (the "**CSFB Entities**"), collectively the holders of 16,353,979 shares of Common Stock and 300,000 shares of Series A Preferred, or 41.4% of the votes entitled to be cast (the "**CSFB Shares**"), appointed Celestica (USA) as proxy to vote the CSFB Shares. Celestica (USA), as proxy for and on behalf of each of the CSFB entities, voted to adopt the Merger Agreement in accordance with the terms of the Stockholder Agreement. The stockholder agreements between Celestica, Celestica (USA) and each of John Boucher, Robert Bradshaw, Alan Cormier,

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Richard J. Gaynor, Sean Lannan, Bruce Leasure, Albert A. Notini, Santosh Rao, Dewayne Rideout and Gerald Campenella which appear as Exhibits 4 through 13 of the Original Statement were subsequently amended to eliminate the voting proxy granted to Celestica (USA).

Pursuant to the Merger Agreement, as a result of the Merger (i) each outstanding share of Common Stock was cancelled, retired and converted into the right to receive 0.375 of a subordinate voting share of Celestica, (ii) each outstanding share of Series A Preferred and Series B Preferred (other than shares for which a valid Stock Election (as defined in the Merger Agreement) was made) was cancelled, retired and converted into the right to receive \$52.50 plus accrued dividends of \$0.525 per Series A Preferred share or \$0.45 per Series B Preferred share in cash, (iii) each outstanding share of Series A Preferred for which a valid Stock Election was made was cancelled, retired and converted into the right to receive 2.914 subordinate voting shares of Celestica, and (iv) each outstanding share of Series B Preferred for which a valid Stock Election was made was cancelled, retired and converted into the right to receive 3.178 subordinate voting shares of Celestica plus a "make-whole" payment of \$2.25 in cash.

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Pursuant to the Merger Agreement, the Issuer's board of directors was replaced with the board of directors of Celestica (USA), which, at the consummation of the Merger, consisted of Elizabeth L. DelBianco and Stephen W. Delaney.

Pursuant to the Merger Agreement, the Issuer's Certificate of Incorporation was replaced with the Certificate of Incorporation attached as Exhibit A to the Certificate of Merger filed by the Issuer with the office of the Secretary of State of the State of Delaware on March 12, 2004 (the "**Certificate of Merger**") and the Issuer's Bylaws were replaced with the Bylaws of Celestica (USA). Copies of the Certificate of Merger and the Bylaws of Celestica (USA) are incorporated by reference as **Exhibits 4 and 5** to this Statement.

As of the close of business on March 12, 2004, the Common Stock was voluntarily delisted from the New York Stock Exchange. In addition, on March 12, 2004, the Issuer filed with the SEC a Certification and Notice of Termination of Registration under Section 12(g) of the Exchange Act on Form 15.

The foregoing summaries of the Merger Agreement and Stockholder Agreement do not purport to be complete and are qualified in their entirety by references to the full text of the Merger Agreement and Stockholder Agreement, copies of which are incorporated by reference as **Exhibits 2 and 3** to this Statement.

Other than as set forth above, none of the Reporting Persons, and other persons and entities set forth on **Schedule 1** hereto, has any plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

### **Item 5. Interest in Securities of the Issuer.**

The following information is given with respect to the Reporting Persons:

- (a) Celestica beneficially and directly owns all of the capital stock of Celestica (USA), the successor by merger to the Issuer.

Onex beneficially owns, directly or indirectly, all 39,065,950 of the outstanding multiple voting shares and 3,172,191 subordinate voting shares of Celestica. The number of shares owned by Onex, together with those shares Onex has the right to vote, represent approximately 84.5% of the voting interest in Celestica and approximately 2% of the outstanding subordinate voting shares of Celestica.

Mr. Schwartz beneficially and directly owns 188,744 shares of the outstanding subordinate voting shares of Celestica. Mr. Schwartz beneficially owns, directly or indirectly, all 100,000 of the outstanding multiple voting shares, all 176,078 of the Senior Preferred Shares, Series 1 and 27,484,518 subordinate voting shares of Onex. The number of shares of Onex owned by Mr. Schwartz, together with those shares he has the right to vote, represent approximately 67.58% of the voting interest in Onex.

(b) By virtue of Celestica's direct ownership of Celestica (USA), Onex's majority ownership and control of Celestica and Mr. Schwartz's majority ownership and control of Onex, the Reporting Persons may be deemed to have shared power to vote or direct the vote and dispose or direct the disposition of the Common Stock identified in paragraph (a) above. None of the Reporting Persons may be deemed to have the sole power to vote or direct the vote and dispose or direct the disposition of the Common Stock identified in paragraph (a) above.

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(c) Except as described above, the Reporting Persons do not, nor to the best of their knowledge, do any of the persons listed on **Schedule I** hereto beneficially own any shares of Common Stock or have effected any purchase or sale transaction in shares of Common Stock in the 60-day period preceding the date of this Statement.

(d) Not applicable.

(e) Not applicable.

### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Except as set forth in this Statement, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 or listed on **Schedule I** hereto, and between such persons and any person, with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities of the Issuer, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power over the securities of the Issuer.

### **Item 7. Material to Be Filed as Exhibits.**

1. Joint Filing Agreement, dated March 23, 2004, among Onex Corporation, Celestica Inc., Celestica (USA) Inc. and Gerald W. Schwartz, relating to the filing of a joint statement on Schedule 13D (filed herewith).
2. Agreement and Plan of Merger, dated as of October 14, 2003, by and among Celestica Inc., MSL Acquisition Sub Inc. and Manufacturers' Services Limited (incorporated by reference to Exhibit 2.1 to the Issuer's Report on Form 8-K filed with the SEC on October 17, 2003).
3. Stockholder Agreement, dated as of October 14, 2003, among Celestica Inc., MSL Acquisition Sub Inc. and DLS Merchant Banking Funding Inc., DLJ Merchant Banking Partners, L.P., DLJ International Partners, C.V., DLJ Offshore Partners C.V., DLJ First ESC L.P., DLJ ESC II L.P., EMA 2001 Plan, L.P., Dockhards 2001 Plan, L.P., Paradeplatz 2001 Plan, L.P., LSF 2001 Investors, L.P., Credit Suisse First Boston Private Equity, Inc. and DLJ Merchant Banking, Inc (incorporated by reference to Exhibit 99.1 to the Issuer's Report on Form 8-K filed with the SEC on October 17, 2003).
4. Certificate of Merger as filed by Manufacturers' Services Limited with the office of the Secretary of State of the State of Delaware on March 12, 2004 (filed herewith).
5. Bylaws of Celestica (USA) Inc. (formerly known as MSL Acquisition Sub Inc.) (filed herewith).

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### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this Statement is true, complete and correct.

Dated: March 23, 2004

ONEX CORPORATION

By: /s/ DONALD W. LEWTAS

\_\_\_\_\_  
Name: Donald W. Lewtas  
Title: Authorized Signatory

/s/ DONALD W. LEWTAS

\_\_\_\_\_  
Donald W. Lewtas, Authorized  
Signatory for Gerald W. Schwartz



CELESTICA INC.

By: /s/ ELIZABETH L. DELBIANCO

Name: Elizabeth L. DelBianco  
 Title: Chief Legal Officer

CELESTICA (USA) INC.

By: /s/ ELIZABETH L. DELBIANCO

Name: Elizabeth L. DelBianco  
 Title: President and Treasurer

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**SCHEDULE I**

The name, business address, present principal occupation of each director and executive officer of Onex Corporation, Celestica Inc. and Celestica (USA) Inc. are set forth below. All executive officers and directors listed on this Schedule I are Canadian citizens, except as specifically indicated below.

**Onex Corporation**

| <b>Name</b>                                | <b>Business Address</b>  | <b>Present Principal Occupation or Employment</b>                      |
|--|--|--|
| Gerald W. Schwartz                         | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Chairman of the Board, President, Chief Executive Officer and Director |
| Ewout R. Heersink<br>(Netherlands Citizen) | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Managing Director and Chief Financial Officer                          |
| Mark L. Hilson                             | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Managing Director  |
| Anthony R. Melman                          | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Managing Director  |
| Christopher A. Govan                       | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Managing Director Taxation   |
| Seth M. Mersky<br>(U.S. Citizen)           | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Managing Director  |
| Donald W. Lewtas                           | 161 Bay Street<br>P.O. Box 700                                       | Managing Director  |

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| <b>Name</b> | <b>Business Address</b>            | <b>Present Principal Occupation or Employment</b> |
|-------------|------------------------------------|---|
|             | Toronto, Ontario<br>Canada M5J 2S1 |   |

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| <b>Name</b>                 | <b>Business Address</b>  | <b>Present Principal Occupation or Employment</b>   |
|-----------------------------|--|---|
| Andrew J. Sheiner           | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1   | Managing Director   |
| Nigel S. Wright             | 161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1   | Managing Director   |
| John S. Elder, Q.C.         | 1 First Canadian Place<br>100 King Street West<br>Toronto, Ontario<br>Canada M5X 1B2                                       | Secretary of Onex; Vice Chairman of the law firm of Fraser Milner   |
| Dan C. Casey                | Creson Corporation<br>16 Clarence Square<br>Toronto, Ontario<br>Canada M5V 1H1   | Director of Onex; Chairman and Chief Executive Officer of Creson Corporation, an Ontario investment holding company |
| Donald H. Gales             | N/A  | Director  |
| Serge Gouin                 | Citigroup Global Markets Canada Inc.<br>630 René-Lévesque Boulevard W.<br>Suite 2450<br>Montreal, Quebec<br>Canada H3B IS6 | Director of Onex; Vice Chairman of Citigroup Global Markets Canada Inc.   |
| Brian M. King               | N/A  | Director  |
| J. William E. Mingo, Q.C.   | Stewart McKelvey<br>Stirling Scales<br>1959 Upper Water St.<br>10th Floor<br>Halifax, Nova Scotia<br>Canada B3J 2X2        | Director of Onex; Partner at Stewart McKelvey Stirling Scales, a law firm in Halifax, Nova Scotia                   |
| J. Robert S. Prichard, O.C. | Torstar Corporation<br>One Yonge Street<br>Toronto, Ontario<br>Canada M5E 1E6  | Director of Onex; President and Chief Executive Officer of Torstar Corporation                                      |
| R. Geoffrey P. Styles       | N/A  | Director  |

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| <b>Name</b>          | <b>Business Address</b>                                       | <b>Present Principal Occupation or Employment</b>                  |
|----------------------|---|--|
| Arni C. Thorsteinson | Shelter Canadian Properties Limited<br>2600-7 Evergreen Place | Director of Onex; President of Shelter Canadian Properties Limited |

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| <b>Name</b>        | <b>Business Address</b>   | <b>Present Principal Occupation or Employment</b>                  |
|--------------------|---|--|
|                    | Winnipeg, Manitoba<br>Canada R3L 2T3  |  |
| Heather M. Reisman | Indigo Books and Music Inc.<br>468 King St. W.<br>Suite 500<br>Toronto, Ontario<br>Canada M5V 1L8 | Director of Onex; President and CEO of Indigo Books and Music Inc. |

**Celestica Inc.**

| <b>Name</b>                          | <b>Business Address</b>  | <b>Present Principal Occupation or Employment</b>                                      |
|--------------------------------------|--|--|
| Stephen W. Delaney                   | 4701 Technology Parkway<br>Fort Collins, CO<br>USA 80528                           | Chief Executive Officer  |
| J. Marvin M <sup>o</sup> Gee         | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7                    | President and Chief Operating Officer  |
| Anthony P. Puppi                     | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7                    | Executive Vice President, Chief Financial Officer and General Manager, Global Services |
| Elizabeth L. DelBianco               | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7                    | Chief Legal Officer and Secretary  |
| Robert L. Crandall<br>(U.S. Citizen) | AMR Corporation<br>5215 N. O'Connor Blvd.<br>Suite 1775<br>Irving, TX<br>USA 75039 | Chairman of the Board of Directors   |
| William Etherington                  | N/A  | Director   |
| Richard S. Love<br>(U.S. Citizen)    | 28100 Story Hill Lane<br>Los Altos Hills, CA<br>USA 94022                          | Director   |

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| <b>Name</b>        | <b>Business Address</b>  | <b>Present Principal Occupation or Employment</b>   |
|--------------------|--|---|
| Anthony R. Melman  | Onex Corporation<br>161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Director of Celestica; Managing Director of Onex  |
| Gerald W. Schwartz | Onex Corporation<br>161 Bay Street<br>P.O. Box 700<br>Toronto, Ontario<br>Canada M5J 2S1 | Director of Celestica; Chairman of the Board, President and Chief Executive Officer of Onex |
|                    | 41 Lost Beach Lane   | Director  |

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| <b>Name</b>       | <b>Business Address</b>   | <b>Present Principal Occupation or Employment</b>                       |
|-------------------|---|---|
| Charles W. Szuluk | Vero Beach, FL<br>USA 32963   |   |
| Don Tapscott      | Alliance for Converging Technologies<br>133 King Street East<br>Suite 300<br>Toronto, Ontario<br>Canada M5C 1G6 | Director of Celestica; Chairman of Alliance for Converging Technologies |
| R. Thomas Tropea  | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7   | Vice Chair, Global Marketing and Business Development                   |
| N.K. Quek         | 49/18Moo 5, Tungsolehla<br>Srirache, Chonoburi<br>Thailand 20230  | President, Asia Operations  |
| Peter J. Bar      | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7   | Vice President and Corporate Controller                                 |
| Arthur P. Cimento | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7   | Senior Vice President, Corporate Strategies                             |
| Iain S. Kennedy   | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7   | Group Executive, Global Supply Chain and Information Technology         |

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| <b>Name</b>        | <b>Business Address</b>   | <b>Present Principal Occupation or Employment</b>                    |
|--------------------|---|--|
| Donald S. McCreesh | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Senior Vice President, Corporate Affairs                             |
| Paul Nicoletti     | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Vice President and Corporate Treasurer                               |
| Rahul Suri         | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Senior Vice President, Corporate Development, Market and Integration |
| F. Graham Thouret  | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Senior Vice President, Finance                                       |
| Lisa Colnett       | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Senior Vice President, Human Resources                               |

**Celestica (USA) Inc.**

| <b>Name</b> | <b>Business Address</b> | <b>Present Principal Occupation or Employment</b> |
|-------------|-------------------------|---|
|-------------|-------------------------|---|

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| <b>Name</b>            | <b>Business Address</b>   | <b>Present Principal Occupation or Employment</b>   |
|------------------------|---|---|
| Elizabeth L. DelBianco | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Chief Legal Officer and Secretary of Celestica; President and Treasurer and a Director of Celestica (USA) |
| Todd Melendy           | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Vice President and Secretary  |
| Rahul Suri             | 1150 Eglinton Avenue East<br>Toronto, Ontario<br>Canada M3C 1H7 | Vice President  |

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| <b>Name</b>        | <b>Business Address</b>                                  | <b>Present Principal Occupation or Employment</b> |
|--------------------|--|---|
| Stephen W. Delaney | 4701 Technology Parkway<br>Fort Collins, CO<br>USA 80528 | Director  |

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**INDEX TO EXHIBITS**

**EXHIBIT**

1. Joint Filing Agreement, dated March 23, 2004, among Onex Corporation, Celestica Inc., Celestica (USA) Inc. and Gerald W. Schwartz, relating to the filing of a joint statement on Schedule 13D (filed herewith).
2. Agreement and Plan of Merger, dated as of October 14, 2003, by and among Celestica Inc., MSL Acquisition Sub Inc. and Manufacturers' Services Limited (incorporated by reference to Exhibit 2.1 to the Issuer's Report on Form 8-K filed with the SEC on October 17, 2003).
3. Stockholder Agreement, dated as of October 14, 2003, among Celestica Inc., MSL Acquisition Sub Inc. and DLS Merchant Banking Funding Inc., DLJ Merchant Banking Partners, L.P., DLJ International Partners, C.V., DLJ Offshore Partners C.V., DLJ First ESC L.P., DLJ ESC II L.P., EMA 2001 Plan, L.P., Dockhards 2001 Plan, L.P., Paradeplatz 2001 Plan, L.P., LSF 2001 Investors, L.P., Credit Suisse First Boston Private Equity, Inc. and DLJ Merchant Banking, Inc (incorporated by reference to Exhibit 99.1 to the Issuer's Report on Form 8-K filed with the SEC on October 17, 2003).
4. Certificate of Merger as filed by Manufacturers' Services Limited with the office of the Secretary of State of the State of Delaware on March 12, 2004 (filed herewith).
5. Bylaws of Celestica (USA) Inc. (formerly known as MSL Acquisition Sub Inc.) (filed herewith).

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QuickLinks

SCHEDULE 13D

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