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**Taiwan Surface Mounting
Technology (B.V.I.) Co. Limited**
(incorporated in the British Virgin Islands with limited liability)



Regent Manner International Holdings Limited
峻凌國際控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1997)

JOINT ANNOUNCEMENT

PROPOSED PRIVATIZATION OF REGENT MANNER INTERNATIONAL HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 86 OF THE CAYMAN ISLANDS COMPANIES LAW)

- (1) RESULTS OF COURT MEETING AND EXTRAORDINARY
GENERAL MEETING**
- (2) RESUMPTION OF TRADING**
- (3) CLOSURE OF REGISTER OF MEMBERS
AND**
- (4) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES**

Financial Adviser to the Offeror



**Independent Financial Adviser to the
Independent Board Committee**



RESULTS OF THE COURT MEETING AND EGM

The resolution proposed at the Court Meeting to approve the Scheme was duly passed in accordance with the requirements of both Section 86 of the Cayman Islands Companies Law and Rule 2.10 of the Takeovers Code.

The special resolution proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM.

The ordinary resolution proposed at the EGM to immediately increase the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares and apply the reserve created as a result of the cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror, was duly passed by a simple majority of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on Friday, 18 July 2014, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:00 a.m. on Monday, 21 July 2014.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are qualified for entitlements under the Scheme, the register of members of the Company will be closed from Wednesday, 30 July 2014 onwards. During such period, no transfer of Shares will be effected.

INTRODUCTION

Reference is made to (i) the joint announcement dated 8 May 2014 in relation to the proposed privatization of Regent Manner International Holdings Limited (the “**Company**”) by Taiwan Surface Mounting Technology (B.V.I.) Co. Limited (the “**Offeror**”) by way of a scheme of arrangement under Section 86 of the Cayman Islands Companies Law; (ii) the announcement dated 29 May 2014 jointly issued by the Offeror and the Company in relation to the extension of time for despatch of the Scheme Document (as defined below); (iii) the scheme document dated 19 June 2014 jointly issued by the Company and the Offeror in relation to the Proposal (the “**Scheme Document**”); and (iv) the announcement dated 18 June 2014 jointly issued by the Company and the Offeror in relation to, among others, the despatch of the Scheme Document. Unless otherwise defined herein or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this announcement.

RESULTS OF THE COURT MEETING

The Court Meeting was held at 9:00 a.m. on Friday, 18 July 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong to approve the Scheme. Independent Shareholders who were present and voting either in person or by proxy were entitled to vote in respect of all of their Scheme Shares.

In compliance with both Section 86 of the Cayman Islands Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if: (i) the Scheme is approved (by way of poll) by a majority in number of the Independent Shareholders representing not less than 75% in value of the Scheme Shares held by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting; (ii) the Scheme is approved (by way of poll) by Independent Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders that are voted either in person or by proxy at the Court Meeting; and (iii) the number of votes cast (by way of poll) by Independent Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all the Independent Shareholders.

The results of the Court Meeting are as follows:

	Votes cast by the Independent Shareholders either in person or by proxy	Votes cast by the Independent Shareholders either in person or by proxy in favour of the Scheme	Votes cast by the Independent Shareholders either in person or by proxy against the Scheme
Number of Scheme Shares represented	365,089,741	362,929,741 (Note 2)	2,160,000 (Note 3)
Number of Independent Shareholders	75 (Note 1)	74	1

Notes:

1. At the Court Meeting, 74 Independent Shareholders voted in favour of the Scheme and 1 Independent Shareholder voted against the Scheme.

In accordance with an order of the Cayman Islands Grand Court, HKSCC Nominees Limited, being the nominee for and on behalf of different ultimate Beneficial Owners, has voted both in favour of and against the Scheme at the Court Meeting. HKSCC Nominees Limited was counted above as one Independent Shareholder voting in favour of the Scheme and one Independent Shareholder voting against the Scheme, on the basis that certain Scheme Shares registered in the name of HKSCC Nominees Limited were voted in favour of the Scheme and certain Scheme Shares so registered were voted against the Scheme. HKSCC Nominees Limited casts its votes in accordance with the instructions of CCASS participants in compliance with the "General Rules of CCASS" and the "CCASS Operational Procedures" in effect from time to time. With respect to the underlying votes of the CCASS participants, 31 CCASS participants voted in favour of the Scheme and 7 CCASS participants voted against the Scheme.

2. Such number represents approximately 99.41% of the total number of Scheme Shares for which votes were cast by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting.
3. Such number represents (i) approximately 0.59% of the total number of Scheme Shares for which votes were cast by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting, and (ii) approximately 0.40% of the total number of Scheme Shares held by all the Independent Shareholders (whether or not present and voting either in person or by proxy at the Court Meeting).

Accordingly, the resolution proposed at the Court Meeting to approve the Scheme was duly passed in accordance with the requirements of both Section 86 of the Cayman Islands Companies Law and Rule 2.10 of the Takeovers Code.

As at the date of the Court Meeting, the total number of Scheme Shares entitling the Scheme Shareholders to attend and vote for or against the Scheme at the Court Meeting was 540,565,573 Scheme Shares. In accordance with the Scheme Document, Scheme Shareholders who are parties acting in concert with the Offeror abstained from voting at the Court Meeting. Save as disclosed in the above, no Scheme Shareholder was required to abstain from voting on the Scheme at the Court Meeting.

Tricor Investor Services Limited acted as scrutineers for the vote-taking at the Court Meeting.

RESULTS OF THE EGM

The EGM was held at 10:00 a.m. on Friday, 18 July 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong for the purpose of considering, and if thought fit, passing the special resolution and ordinary resolution set out in the notice of the EGM dated 19 June 2014.

At the EGM:

- (1) In respect of the special resolution proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares, a total of 1,958,002,219 Shares (representing approximately 91.08% of the total number of Shares) were voted in person or by proxy on a poll, of which:
 - (a) 1,955,841,219 Shares (representing approximately 99.89% of the Shares voted in respect of the special resolution) were voted in favour of the special resolution; and
 - (b) 2,161,000 Shares (representing approximately 0.11% of the Shares voted in respect of the special resolution) were voted against the special resolution.

- (2) In respect of the ordinary resolution proposed at the EGM to immediately increase the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares and apply the reserve created as a result of the cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror, a total of 1,950,252,219 Shares (representing approximately 90.72% of the total number of Shares) were voted in person or by proxy on a poll, of which:
 - (a) 1,948,091,219 Shares (representing approximately 99.89% of the Shares voted in respect of the ordinary resolution) were voted in favour of the resolution; and
 - (b) 2,161,000 Shares (representing approximately 0.11% of the Shares voted in respect of the ordinary resolution) were voted against the resolution.

Accordingly, (1) the special resolution proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; and (2) the ordinary resolution proposed at the EGM to immediately increase the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares and apply the reserve created as a result of the cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Offeror, was duly passed by a simple majority of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the special resolution and the ordinary resolution at the EGM described under paragraphs (1) and (2) above, respectively, was 2,149,822,464 Shares. No Shareholder was required to abstain from voting on the special resolution or the ordinary resolution at the EGM nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the aforesaid resolutions at the EGM. There was no Share entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.

Tricor Investor Services Limited acted as scrutineers for the vote-taking at the EGM.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on Friday, 18 July 2014, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:00 a.m. on Monday, 21 July 2014.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are qualified for entitlements under the Scheme, the register of members of the Company will be closed from Wednesday, 30 July 2014 onwards. During such period, no transfer of Shares will be effected.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

The Proposal and the Scheme will become effective subject to the fulfilment or waiver (as applicable) of conditions (c) to (j) set out in the section headed “2. TERMS OF THE PROPOSAL – Conditions of the Proposal” in the Part VII – Explanatory Statement of the Scheme Document. Assuming that the above conditions are duly fulfilled (or, as applicable, waived in whole or in part), the Offeror and the Company expect that the Scheme will become effective on Tuesday, 5 August 2014 (Cayman Islands time). The Offeror and the Company will make a further announcement of the exact date on which the Scheme becomes effective. The Scheme will lapse if it does not become effective on or before 31 August 2014 (or, subject to applicable laws and regulations, such later date as the Offeror and the Company may agree or as the Cayman Islands Grand Court may allow), and in such event the Offeror and the Company will make a further announcement.

CURRENT STATUS OF THE OPTION OFFER

As at 4:00 p.m. on 18 July 2014, no valid acceptances of the Option Offer had been received.

The Option Offer remains conditional on the Scheme becoming effective and binding.

PROPOSED WITHDRAWAL OF LISTING OF THE SHARES

Subject to the Scheme becoming effective, the withdrawal of the listing of the Shares on the Stock Exchange is expected to become effective from 4:00 p.m. on Wednesday, 6 August 2014 (Hong Kong time).

EXPECTED TIMETABLE

The expected timetable for completing the remaining steps of the Proposal, including the withdrawal of the listing of the Shares, is as follows:

Resumption of trading in the Shares on the Stock Exchange	9:00 a.m. on Monday, 21 July 2014
Expected last day for trading in the Shares on the Stock Exchange	Thursday, 24 July 2014
Latest Option Exercise Date	Thursday, 24 July 2014
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme.	4:30 p.m. on Tuesday, 29 July 2014
Register of members of the Company closed for determining entitlements to qualify under the Scheme (<i>Note 1</i>)	from Wednesday, 30 July 2014 onwards
Court hearing of the petition to sanction the Scheme and to confirm the capital reduction	Friday, 1 August 2014 (Cayman Islands time)
Announcement of the result of the Court Hearing, the expected Effective Date and the expected date of withdrawal of listing of the Shares on the Stock Exchange	Monday, 4 August 2014
Record Date	4:00 p.m. Tuesday, 5 August 2014
Effective Date (<i>Note 2</i>)	Tuesday, 5 August 2014 (Cayman Islands time)
Announcement of the Effective Date and the withdrawal of listing of the Shares on the Stock Exchange	Tuesday, 5 August 2014

Expected withdrawal of listing of the Shares
on the Stock Exchange becomes
effective (*Note 3*). 4:00 p.m. on Wednesday,
6 August 2014

Cheques for cash entitlements under the Scheme
to be despatched (*Note 4*) on or before Thursday,
14 August 2014

Latest time for lodging the Form of Acceptance
in relation to the Option Offer (*Note 5*). 4:00 p.m. on Tuesday,
19 August 2014

Lapse of unexercised outstanding Options Tuesday, 19 August 2014

Announcement of the results of the Option Offer,
or as to whether the Option Offer
has been revised or extended,
on the website of the SFC not later than 7:00 p.m.
on Tuesday, 19 August 2014

Cheques for cash entitlements under the Option Offer
to be despatched (*Note 6*) on or before Thursday,
28 August 2014

**Shareholders and Optionholders should note that the above timetable is subject to change.
Further announcement(s) will be made in the event that there is any change.**

Notes:

1. *The register of members of the Company will be closed during such period for the purposes of determining the entitlements under the Scheme.*
2. *The Scheme will become effective upon all the Conditions having been fulfilled or waived (as applicable).*
3. *If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at or before 4:00 p.m. on Wednesday, 6 August 2014, being the next day after the Effective Date.*
4. *Cheques for the cash entitlements to the Scheme Shareholders under the Scheme will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company on or before Thursday, 14 August 2014.*
5. *Form of Acceptance, duly completed and executed in accordance with the instructions on it, must be lodged with the Offeror (c/o the Company) at 20th Floor, No. 168 Queen's Road Central, Central, Hong Kong for the attention of the board of the Offeror and marked "Regent Manner-Option Offer" by no later than 4:00 p.m. on Tuesday, 19 August 2014 (or such later time and/or date as may be notified through announcement(s)).*
6. *Cheques for the cash entitlements to the Optionholders under the Option Offer will be despatched by ordinary post at the risk of the recipients to the last known addresses of the Optionholders as notified by the Optionholders to the Company within 7 business days following the later of the Effective Date and the date of receipt by the Offeror of the duly completed Form of Acceptance.*

All references to times and dates are references to Hong Kong times and dates, except as otherwise specified.

GENERAL

Immediately before 8 May 2014 (the commencement date of the Offer Period) and as at the date of this announcement, the total number of Shares held, controlled or directed by the Offeror and parties acting in concert with it was 1,609,256,891 Shares, representing 74.86% of the total number of Shares in issue.

None of the Offeror or parties acting in concert with it had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares since 8 May 2014 (being the commencement date of the Offer Period) up to the date of this announcement. As at the date of this announcement, none of the Offeror or parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

WARNINGS

Shareholders, Optionholders and/or potential investors should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, Optionholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company pursuant to the Takeovers Code.

By order of the Board of
Taiwan Surface Mounting Technology (B.V.I.) Co. Limited
Wu Kai-Yun
Sole director

By order of the Board of
Regent Manner International Holdings Limited
Wu Kai-Yun
Chairman

Hong Kong, 18 July 2014

As at the date of this announcement, the sole director of the Offeror is Wu Kai-Yun. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the executive directors of the Company are Mr. Wu Kai-Yun, Ms. Tseng Yu-Ling and Ms. Han Min, the non-executive director of the Company is Mr. Wu Kai-Hsiung and the independent non-executive directors of the Company are Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu.

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