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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)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

The board of directors (the "Directors", collectively the "Board") of Regent Manner International Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2012, together with the comparative figures for the previous year, as follows:

FINANCIAL HIGHLIGHTS

	2012	2011	Increase/ (Decrease)
	US$'000	*US$'000*	
Revenue	**1,566,356**	**1,476,553**	6.1%
Gross profit	**112,753**	**123,197**	(8.5)%
Net profit	**62,984**	**84,786**	(25.7)%

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	Notes	**2012** ***US$'000***	2011 *US$'000*
Revenue	*3*	**1,566,356**	1,476,553
Cost of sales		**(1,453,603)**	(1,353,356)
Gross profit		**112,753**	123,197
Selling and distribution costs		**(3,012)**	(2,326)
Administrative expenses		**(32,914)**	(25,162)
Other gains – net		**950**	2,875
Operating profit	*4*	**77,777**	98,584
Finance income		**3,386**	3,783
Finance costs	*5*	**(1,118)**	(401)
Finance income – net		**2,268**	3,382
Profit before income tax		**80,045**	101,966
Income tax expense	*6*	**(17,061)**	(17,180)
Profit for the year attributable to equity holders of the Company		**62,984**	84,786
Other comprehensive income:			
Currency translation differences		**76**	1,936
Total comprehensive income for the year attributable to equity holders of the Company		**63,060**	86,722
Earnings per share for profit attributable to the equity holders of the Company during the year			
– basic	*7*	**US$0.0297**	US$0.0416
– diluted	*7*	**US$0.0297**	US$0.0416
Dividends	*8*	**27,718**	37,047

CONSOLIDATED BALANCE SHEET
As at 31 December 2012

	Notes	31 December 2012 US$'000	31 December 2011 US$'000
ASSETS			
Non-current assets			
Property, plant and equipment		**205,622**	186,527
Land use rights		**5,690**	6,311
Prepayments for land use rights		**557**	1,695
Deferred tax assets		**1,061**	–
		212,930	194,533
Current assets			
Inventories		**71,022**	83,714
Trade receivables	9	**461,750**	394,717
Prepayments, deposits and other receivables		**33,711**	31,798
Due from related companies		**1,634**	8,318
Due from the ultimate holding company		**15,001**	12,396
Cash and bank balances		**150,612**	148,898
		733,730	679,841
Total assets		**946,660**	874,374
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	10	**1,379**	1,337
Share premium		**84,070**	70,277
Other reserves			
– Proposed final dividend		**13,861**	18,808
– Others		**285,487**	250,126
Total equity		**384,797**	340,548
LIABILITIES			
Non-current liabilities			
Long-term bank borrowings		**41,200**	27,700
Deferred tax liabilities		**5,679**	4,996
		46,879	32,696
Current liabilities			
Trade payables	11	**439,561**	402,545
Accruals and other payables		**22,693**	22,128
Bank borrowings		**20,439**	57,716
Due to the ultimate holding company		**7,530**	3,976
Due to related companies		**4,328**	248
Current income tax liabilities		**20,433**	14,517
		514,984	501,130
Total liabilities		**561,863**	533,826
Total equity and liabilities		**946,660**	874,374
Net current assets		**218,746**	178,711
Total assets less current liabilities		**431,676**	373,244

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

The Company is a limited liability company incorporated in the Cayman Islands on 9 August 2006.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 10 July 2007. The Company together with its subsidiaries are hereinafter collectively referred to as the Group. The Group is principally engaged in the manufacture and sale of electronic products and the provision of related subcontracting services.

These consolidated financial statements are presented in United States dollar ("US$") unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 18 March 2013.

2. Basis of preparation and significant accounting policies

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical cost convention.

(a) Amended standard and amendments adopted by the Group

The following amended standard is mandatory for the first time for the financial year beginning 1 January 2012.

Amendment to HKFRS 7 "Disclosures – Transfers of financial assets" is effective for annual periods beginning on or after 1 July 2011. This amendment promotes transparency in the reporting of transfer transactions and improve users' understanding of the risk exposures relating to transfers of financial assets and the effect of those risks on an entity's financial position, particularly those involving securitisation of financial assets. The adoption of this amendment will result in additional disclosures where necessary.

(b) New standards, amendments and interpretations mandatory for the first time for the financial year beginning 1 January 2012 but not currently relevant to the Group (although they may affect the accounting for future transactions and events)

		Effective for annual periods beginning on or after
HKFRS 1 (Amendment)	Severe hyperinflation and removal of fixed dates for first-time adopters	1 July 2011
HKAS 12 (Amendment)	Deferred tax: Recovery of underlying assets	1 January 2012

(c) New standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted

The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective:

		Effective for annual periods beginning on or after
HKAS 1 (Amendment)	Presentation of financial statements	1 July 2012
HKFRS 1 (Amendment)	'First time adoption', on government loans	1 January 2013
HKFRSs 10, 11 and 12 (Amendment)	Transition guidance	1 January 2013
HKFRS 10	Consolidated financial statements	1 January 2013
HKAS 27 (Revised 2011)	Separate financial statements	1 January 2013
HKFRS 11	Joint arrangements	1 January 2013
HKAS 28 (Revised 2011)	Associates and joint ventures	1 January 2013
HKFRS 12	Disclosure of interests in other entities	1 January 2013
HKFRS 13	Fair value measurements	1 January 2013
HKAS 19 (Amendment)	Employee benefits	1 January 2013

HKFRS 7 (Amendment)	Financial instruments: Disclosures – Offsetting financial assets and financial liabilities	1 January 2013
HKFRIC 20	Stripping costs in the production phase of a surface mine	1 January 2013
HKAS 32 (Amendment)	Financial instruments: Presentation – Offsetting financial assets and financial liabilities	1 January 2014
HKFRS 9	Financial Instruments	1 January 2015
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory effective date and transition disclosures	1 January 2015

Apart from the above, the HKICPA has issued the annual improvements project (2011) which addresses several issues in the 2009-2011 reporting cycle, and includes changes to the following standards. The Group has not applied the following revised HKFRSs published in the annual improvements project.

		Effective for annual periods beginning on or after
HKFRS 1	First time adoption	1 January 2013
HKAS 1	Financial statement presentation	1 January 2013
HKAS 16	Property plant and equipment	1 January 2013
HKAS 32	Financial instruments: Presentation	1 January 2013
HKAS 34	Interim financial reporting	1 January 2013

The Group has assessed HKFRS 10's full impact and concluded there is no significant impact on the consolidated financial statements. The Group intends to adopt HKFRS 10 in the accounting period beginning on 1 January 2013.

The Group is in the process of making assessment of the impact of these new or revised HKFRSs upon initial adoption.

3. Revenue and segment information

An analysis of revenue is as below:

	For the year ended 31 December	
	2012	2011
	US$'000	*US$'000*
Sales of goods	**1,559,066**	1,470,696
Subcontracting service income	**7,290**	5,857
Total revenue	**1,566,356**	1,476,553

For management purpose, the Group is organised into one operating segment – electronic products. Management monitors the results of this segment in making decisions about resources allocation and performance assessment.

The Group's revenue is substantially derived from its external customers in overseas and majority of the goods sold are transported directly to the external customers' subsidiaries located in the People's Republic of China ("PRC"). The Group's operating assets are substantially located in the PRC.

Accordingly, no segment analysis by operating and geographical segments is provided for the year ended 31 December 2012.

4. Operating Profit

The Group's operating profit is arrived at after charging the following items:

	For the year ended 31 December	
	2012	2011
	US$'000	*US$'000*
Provision for impairment of trade receivables	**1,880**	–
Depreciation of property, plant and equipment	**22,407**	18,360
Reversal of provision of inventories	**(1,127)**	(713)
Amortisation of land use rights	**137**	124

5. Finance costs

	For the year ended 31 December	
	2012	2011
	US$'000	*US$'000*
Interest expense		
– bank borrowings	**1,118**	399
– others	**–**	2
	1,118	401

6. Income tax expense

The major components of income tax expense are as follows:

	For the year ended 31 December	
	2012	2011
	US$'000	*US$'000*
Current income tax		
– Hong Kong profits tax	**513**	3,231
– PRC enterprise income tax	**16,926**	12,182
Deferred income tax	**(378)**	1,767
	17,061	17,180

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Company Law of the Cayman Islands and, accordingly, is exempted from payment of the Cayman Islands income tax.

Regent Manner (BVI) Limited was incorporated in the British Virgin Islands under the International Business Companies Acts of the British Virgin Islands and is exempted from payment of the British Virgins Islands income tax.

In accordance with Departmental Interpretation and Practice Note 21 (Revised) paragraph 16 published by the Inland Revenue Department of Hong Kong, the directors of the Company considered that Regent Manner Limited ("Regent HK"), a wholly owned subsidiary with Hong Kong manufacturing business involved in the manufacturing activities in the PRC, is entitled to 50:50 apportionment of profits generated from the sale of goods manufactured in the PRC. As a result, Regent HK provided for Hong Kong profits tax at 8.25% on the estimated assessable profits arising in Hong Kong for the year ended 31 December 2012 (for the year ended 31 December 2011: 8.25%).

Regent HK operates through a subcontracting factory in Dongguan, the PRC. The factory is subject to the PRC corporate income tax at a rate of 25% on the deemed profit generated in the PRC. The deemed profit is calculated at a rate of 7% on the total deemed revenue which is determined by applying 7% mark-up on the total processing costs incurred by the subcontracting factory.

Other PRC subsidiaries are subject to the PRC Corporate Income Tax. The New Corporate Income Tax Law, which became effective on 1 January 2008, introduced the unification of the income tax rate for domestic-invested and foreign-invested enterprises at 25%. Grandfather provisions are available to certain subsidiaries including Regent Electron (Ningbo) Co., Ltd., and Regent Electron (Xiamen) Co., Ltd., which are entitled to full exemption from the Corporate Income Tax for the first and second profit-making years, or for the first and second year since 1 January 2008, whichever is earlier, and further 50% exemption for the succeeding three years.

7. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average numbers of ordinary shares in issue during the year.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

The Company has three categories of dilutive potential ordinary shares, one is the warrants mentioned below, one is the scrip dividend scheme mentioned in Note 8, and the other is the employees share option scheme.

On 10 January 2011, the Company entered into a placing agreement with the placing agent to place warrants to no less than six placees, who are independent institutions or private investors determined solely by the placing agent. The issue price per warrant was HKD0.03 and the subscription price per new share was HKD5.40 (subject to adjustment). Upon the exercise of the subscription rights attaching to the warrants in full, a maximum of 10,000,000 new shares would be issued and allotted. The subscription period ends in one year from the date of issue of the warrants. In accordance with the terms of the instruments constituting the warrants, the exercise price of share issuable under such warrants was adjusted from HKD5.40 per share to HKD2.70 per share while the number of new shares to be issued and allotted was adjusted from 10,000,000 new shares to 20,000,000 new shares, as a result of subdivision of shares approved in the extraordinary general meeting held on 25 February 2011. As at 31 December 2012, the warrants have expired and there were no new shares issued or allotted.

For the warrants, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the period when the warrant is outstanding) based on the monetary value of the subscription rights attached to outstanding warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the warrants. The result of the comparison is anti-dilutive and therefore does not result in dilutive ordinary shares for the calculation of diluted earnings per share for the year ended 31 December 2012.

For the scrip dividend scheme, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the period when the scrip dividend scheme is outstanding) based on the declared final dividend for the year ended 31 December 2011. The number of shares calculated as above is compared with the number of shares that would have been issued assuming all shareholders of the Company elect to receive the final dividend for the year ended 31 December 2011 in the form of new shares in lieu of cash in respect of all of such dividend. The result of the comparison is anti-dilutive and therefore does not result in dilutive ordinary shares for the calculation of diluted earnings per share for the year ended 31 December 2012.

For the employees share option scheme, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares during the period when the options are outstanding) based on the monetary value of the subscription rights attached to outstanding options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the options. The result of the comparison is anti-dilutive and therefore does not result in dilutive ordinary shares for the calculation of diluted earnings per share for the year ended 31 December 2012.

	For the year ended 31 December	
	2012	2011
Profit attributable to equity holders of the Company (US$'000)	**62,984**	84,786
Weighted average number of ordinary shares in issue ('000)	**2,118,184**	2,039,997
Basic and diluted earnings per share (US$ per share)	**0.0297**	0.0416

8. Dividends

	2012	2011
	US$'000	*US$'000*
Interim dividend paid of HK$0.05 (2011: HK$0.07) per ordinary share based on 2,149,765,464 (2011: 2,030,000,000) ordinary shares in issue	**13,857**	18,239
Proposed final dividend of HK$0.05 (2011: HK$0.07) per ordinary share based on 2,149,765,464 (2011: 2,084,461,470) ordinary shares in issue	**13,861**	18,808

On 12 March 2012, the directors of the Company proposed and declared a final dividend in respect of the year ended 31 December 2011 of HKD0.07 per ordinary share, totalling HKD145,912,303 (equivalent to approximately US$18,808,000).

On 31 May 2012, the Company issued a circular regarding scrip dividend scheme in relation to the final dividend for the year ended 31 December 2011. The final dividend would be payable in cash but shareholders were given the option of electing to receive the final dividend in the form of new shares in lieu of cash in respect of part or all of such dividend.

On 15 June 2012, the result of election was summarised after receipt of forms of election. 1,533,711,115 out of 2,084,461,470 ordinary shares elected for such scrip dividend and 65,303,994 new ordinary shares were issued pursuant to the scrip dividend scheme on 26 June 2012. HKD38,552,525 (equivalent to approximately US$4,968,000) was paid on 26 June 2012 to shareholders, holding 550,750,355 ordinary shares, that did not elect for such scrip dividend.

On 22 August 2012, the directors of the Company proposed and declared an interim dividend of HKD0.05 per ordinary share, totalling HKD107,488,273 (equivalent to approximately US$13,857,000) for the six months ended 30 June 2012 (for the six months ended 30 June 2011: approximately US$18,239,000). Such interim dividend was paid on 19 October 2012.

The proposed final dividend in respect of the year ended 31 December 2012 of HK$0.05 (for the year ended 31 December 2011: HK$0.07) per ordinary share, amounting to a total dividend of HK$107,488,273 (equivalent to approximately US$13,861,000) is based on 2,149,765,464 ordinary shares (2011: 2,084,461,470 ordinary shares) in issue, subject to the approval of the forthcoming annual general meeting of the Company. These financial statements do not reflect this dividend payable.

9. Trade receivables

	As at 31 December	
	2012	2011
	US$'000	*US$'000*
Trade receivables	**463,695**	394,782
Less: Provision for impairment	**(1,945)**	(65)
Trade receivables, net	**461,750**	394,717

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit terms granted to customers range from 30 days to 120 days. Trade receivables are non-interest-bearing.

The ageing analysis of the trade receivables as at the balance sheet date, based on the invoice date, was as follows:

	As at 31 December	
	2012	2011
	US$'000	*US$'000*
Within 90 days	**379,753**	285,936
Between 91 days to 180 days	**80,168**	106,987
Between 181 days to 365 days	**3,126**	1,722
Over 365 days	**648**	137
	463,695	394,782

As of 31 December 2012, trade receivables of US$11,729,000 (31 December 2011: US$19,420,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default.

10. Share Capital

	Group & Company				
			Amount		
	Number of authorised shares	Number of issued and fully paid shares	Ordinary shares	Share premium	Total
	'000	*'000*	*US$'000*	*US$'000*	*US$'000*
At 31 December 2011	10,000,000	2,084,461	1,337	70,277	71,614
Shares issued under scrip dividend scheme	–	65,304	42	13,793	13,835
At 31 December 2012	10,000,000	2,149,765	1,379	84,070	85,449

As at 31 December 2012, the par value of authorised and issued ordinary shares was HK$0.005 per share. The authorised share capital of the Company was HK$50,000,000 divided into 10,000,000,000 ordinary shares, among which, 2,149,765,464 ordinary shares were issued and fully paid.

On 26 June 2012, 65,303,994 ordinary shares were issued pursuant to the scrip dividend scheme.

11. Trade payables

The ageing analysis of the trade payables as at the balance sheet date, based on the invoice date, was as follows:

	As at 31 December	
	2012	2011
	US$'000	*US$'000*
Within 90 days	**291,447**	257,779
Between 91 days to 180 days	**145,306**	143,702
Between 181 days to 365 days	**2,114**	657
More than 365 days	**694**	407
	439,561	402,545

Trade payables are non-interest-bearing and are generally on terms of 30 to 150 days.

MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

The Group is principally engaged in the provision of integrated production solutions deploying surface-mount technology ("SMT") for manufacturers of thin-film transistor liquid crystal display ("TFT-LCD") panels and various electronic products, with an aim to become a specialized provider of electronic manufacturing services ("EMS"). The Group's integrated production solutions include materials procurement and management, process engineering design, SMT processing, quality assurance, logistics management and after-sales services.

Turnover

For the year ended 31 December 2012, the Group recorded a turnover of approximately US$1,566,356,000 (for the year ended 31 December 2011: approximately US$1,476,553,000) representing a growth of 6.1% over the year. Increase in revenue during the year was primarily attributable to the increase of shipment of LED light bar.

Gross Profit

The gross profit for the year ended 31 December 2012 was approximately US$112,753,000 (for the year ended 31 December 2011: approximately US$123,197,000, representing a decline of approximately 8.5% over the previous year.

The overall gross profit margin of the Group for the year ended 31 December 2012 reduced to approximately 7.2% from approximately 8.3% of last year. It was mainly due to (i) changes in the shipped product mix: increase in revenue was mainly contributed by the LED light bar which has a lower gross profit margin; (ii) delay in mass production of the new products of our customers has led to a decrease of utilization rate of our production facilities in some of the months during the year; and (iii) increase in staff cost, as well as other production overhead compared with the previous year.

Net Profit

Being affected by the decrease of gross profit for the year ended 31 December 2012, the net profit for the year reduced by approximately 25.7% to approximately US$62,984,000 from approximately US$84,786,000 for the year ended 31 December 2011.

Furthermore, in line with the decline of overall gross profit margin, the net profit margin for the year also reduced from approximately 4.0% in 2011 to approximately 5.7% in 2012.

Liquidity and Financial Resources

As at 31 December 2012, the Group's net current assets was approximately US$218,746,000 (31 December 2011: approximately US$178,711,000) which consisted of current assets amounted to approximately US$733,730,000 (31 December 2011: approximately US$679,841,000) and current liabilities amounted to approximately US$514,984,000 (31 December 2011: approximately US$501,130,000). The current ratio, defined as current assets over current liabilities, was approximately 1.42 times as at 31 December 2012, which was higher than approximately 1.36 times as at 31 December 2011.

As at 31 December 2012, the cash and bank balances amounted to approximately US$150,612,000 (31 December 2011: approximately US$148,898,000) while the unsecured bank borrowings within one year was approximately US$20,439,000 (31 December 2011: approximately US$57,716,000); and the bank borrowings beyond one year was approximately US$41,200,000 (31 December 2011: approximately US$27,700,000).

The gearing ratio, defined as total borrowings (other than payables in ordinary course of business) over total equity, as at 31 December 2012 was approximately 16% (31 December 2011: approximately 25%). The decrease of gearing ratio was mainly due to the decrease of bank borrowings in relation to the expansion of plant facilities.

The Board is in the opinion that the Group is in a strong and healthy financial position and has sufficient resources in support of its working capital requirement and meet its foreseeable capital expenditure.

Treasury Policy and Exchange Risk Exposure

The Group centralizes funding for all of its operations at the Group level where foreign exchange exposure is reviewed and monitored. This policy allows the Group to better control its treasury operations and lower average cost of capital.

The Group's sales and procurements were mainly transacted in US dollars. The Group does not foresee significant exposure to exchange risk.

Capital Expenditure

The Group invested approximately US$43 million during the year ended 31 December 2012 for the acquisition of land use rights, construction of factory premises, purchase and installation of plant machinery, equipment and other tangible assets, as compared to approximately US$61 million for the year ended 31 December 2011. These capital expenditures were fully financed by the internal resources of the Group and bank borrowings.

Capital Commitments and Contingent Liabilities

As at 31 December 2012, the future capital commitments for which the Group had contracted but not provided for amounted to approximately US$26,295,000 which relate mainly to the construction of plants in PRC regions. As at 31 December 2012, the Group had no significant contingent liabilities.

Human Resources and Remuneration Policies

The Group offers competitive remuneration package to its employees in Hong Kong and in the PRC, including quality staff quarter, training and development opportunities, medical benefits, insurance coverage and retirement benefits in order to attract, retain and motivate employees. As at 31 December 2012, the Group had 10,302 employees (31 December 2011: 11,225 employees). Total wages and related cost for the year ended 31 December 2012 amounted to approximately US$75,288,000 (for the year ended 31 December 2011: approximately US$59,635,000)

Prospects

Products and business

During the year of 2012, the sales orders for SMT production solutions applied to LED light bars for tablet computers and control boards for touch-panels keep surging. In the future, the above businesses, together with the business of SMT production solutions specialized for TFT-LCD products, will continue to be the main business of the Group. Since last year, the Group's new business in relation to the SMT production solutions for LED general lighting and white appliances has started to make contribution to the Group. The Group will keep developing new solutions for more advanced applications and other high-end electronic products in order to expand the source of income and enhance profitability.

Customers

The Group strives to become a leading EMS provider in the global TFT-LCD panel industry. In this regard, the Group intends to strengthen its relationships with leading TFT-LCD panel makers by continuously adopting co-location strategy. Furthermore, the Group will continue to maintain its focus on the global major players of TFT-LCD panel as well as touch-panel industry from China, Japan, Korea and Taiwan, the international brands of LED lighting equipment and white appliances manufacturers in the PRC, and will enlarge its customer base by exploring opportunity of business with other global manufacturers.

Production capacity

The Group will also expand its production capacity to cater for increasing demand from customers and to continuously invest in advanced production facilities to enhance production efficiency and quality. During the year of 2012, the Group has kept enhancing the production facilities of the plants in Xiamen and Suzhou respectively to cope with the new orders for manufacturers of touch-panals and control panels of advanced tablet-computers. Over the previous year, the Group has established 7 additional SMT production lines, making up 179 SMT production lines in total as at the end of 2012. The Group expects that 10 to 15 production lines will be built in 2013 mainly in Suzhou, Chongqing and Xiamen to copy with the increasing orders from customers in those regions. The Group will also consolidate the capacity of the factory that was running in low utilization rate in general in order to improve the overall utilization rate.

Industry

Moving forward, thanks to the government policies to promote energy-saving in many countries, technology evolution, as well as the increasing desire for advanced and energy-saving devices in the consumer market, particularly the common application of touch-panel. With those surging demand, the TFT-LCD industry is expected to show healthy growth driven by growing market demand for new generation of TFT-LCD products. Furthermore, the demand from the consumer and industrial and commercial market for energy-saving devices and LED lighting equipment is accelerating. It is favourable for the Group to expand its new business in those markets.

The Group will capture this business opportunity by working closely with its major customers to strive for promising operating results and enhance shareholders' value. With the positive momentum continuing since the beginning of 2013, the Group's management is confident that its business will continue to grow in the foreseeable future and generate good returns to the Company's shareholders.

DIVIDENDS

The Board has proposed a final dividend of HK$0.05 per share for the year ended 31 December 2012 based on 2,149,765,464 ordinary shares in issue, totalling HK$107,488,273 (equivalent to approximately US$13,861,000), payable on or about 26 June 2013 to shareholders whose names appear on the register of members of the Company at the close of business on 5 June 2013.

ANNUAL GENERAL MEETING

An annual general meeting of the Company will be held on 27 May 2013, notice of which will be published and dispatched to the shareholders as soon as practicable in accordance with the Company's articles of association and the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

CLOSURE OF REGISTER OF MEMBERS

For determining entitlement to attend the annual general meeting of the Company, the register of members will be closed from 23 May 2013 to 27 May 2013, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend the annual general meeting of the Company, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 22 May 2013.

For determining entitlement to the final dividend, the register of members will be closed from 4 June 2013 to 5 June 2013, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 3 June 2013.

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2012, the Company has complied with the applicable code provisions set out in the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

NON-COMPETITION UNDERTAKINGS

The Company has confirmed that the undertakings contained in the deed of non-competition dated 19 June 2007 (the "Non-Competition Deed") given by the Company's ultimate holding company, Taiwan Surface Mounting Technology Corp., in favour of the Company has been complied with and enforced. The Company has received a declaration made by TSMT Taiwan that TSMT Taiwan has complied with the terms of the Non-Competition Deed during the year ended 31 December 2012.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct regarding securities transactions by the Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules. All Directors confirmed that they have complied with the required standard set out in the Model Code during the year ended 31 December 2012.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Corporate Governance Code. The Audit Committee will meet at least four times each year with the purpose of monitoring the effectiveness of the Group's financial reporting process, internal control and risk management systems. The Audit Committee comprises all of the three independent non-executive Directors, namely, Mr. Kwok Kwan Hung (chairman of the Audit Committee), Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu. The Audit Committee has reviewed the audited consolidated results, including the accounting principles adopted by the Group, for the year ended 31 December 2012.

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed shares during the year ended 31 December 2012.

PUBLICATION OF ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

All the information required by paragraphs 45(1) to 45(3) of Appendix 16 of the Listing Rules will be published on the website of the Stock Exchange and of the Company (http://www.rmih.com) in due course.

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

Hong Kong, 18 March 2013

As 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 is Mr. Wu Kai-Hsiung and the independent non-executive directors are Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng, and Ms. Lin Yen-Yu.