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 2013

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 2013, together with the comparative figures for the previous year, as follows:

FINANCIAL HIGHLIGHTS

	2013	2012	Increase/ (Decrease)
	US$'000	*US$'000*	
Revenue	**1,266,319**	1,566,356	(19.2)%
Gross profit	**112,663**	112,753	(0.1)%
Net profit	**56,470**	62,984	(10.3)%

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2013

	Notes	**2013** **US$'000**	2012 US$'000
Revenue	*3*	**1,266,319**	1,566,356
Cost of sales		**(1,153,656)**	(1,453,603)
Gross profit		**112,663**	112,753
Selling and distribution costs		**(5,171)**	(3,012)
Administrative expenses		**(36,976)**	(32,914)
Other gains — net		**1,706**	950
Operating profit	*4*	**72,222**	77,777
Finance income		**5,430**	3,386
Finance costs	*5*	**(1,056)**	(1,118)
Finance income — net		**4,374**	2,268
Profit before income tax		**76,596**	80,045
Income tax expense	*6*	**(20,126)**	(17,061)
Profit for the year attributable to equity holders of the Company		**56,470**	62,984
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Currency translation differences		**1,266**	76
Total comprehensive income for the year attributable to equity holders of the Company		**57,736**	63,060
Earnings per share for profit attributable to the equity holders of the Company during the year			
— basic	*7*	**US$0.0263**	US$0.0297
— diluted	*7*	**US$0.0263**	US$0.0297
Dividends	*8*	**24,938**	27,718

CONSOLIDATED BALANCE SHEET
As at 31 December 2013

	Notes	31 December 2013 US$'000	31 December 2012 US$'000
ASSETS			
Non-current assets			
Property, plant and equipment		**217,431**	205,622
Land use rights		**7,025**	5,690
Prepayments for land use rights		**557**	557
Deferred tax assets		**2,820**	1,061
		227,833	212,930
Current assets			
Inventories		**50,303**	71,022
Trade receivables	*9*	**323,055**	461,750
Prepayments, deposits and other receivables		**27,072**	33,711
Due from related companies		**2,002**	1,634
Due from the ultimate holding company		**11,456**	15,001
Cash and bank balances		**208,274**	150,612
		622,162	733,730
Total assets		**849,995**	946,660
EQUITY			
Equity attributable to equity holders of the Company			
Share capital		**1,379**	1,379
Share premium		**84,070**	84,070
Other reserves			
— Proposed final dividend		**11,080**	13,861
— Others		**318,602**	285,487
Total equity		**415,131**	384,797
LIABILITIES			
Non-current liabilities			
Long-term bank borrowings		**22,157**	41,200
Deferred tax liabilities		**6,129**	5,679
Current liabilities		**28,286**	46,879
Trade payables	*10*	**311,158**	439,561
Accruals and other payables		**24,373**	22,693
Bank borrowings		**25,829**	20,439
Due to the ultimate holding company		**3,803**	7,530
Due to related companies		**6,951**	4,328
Current income tax liabilities		**34,464**	20,433
		406,578	514,984
Total liabilities		**434,864**	561,863
Total equity and liabilities		**849,995**	946,660
Net current assets		**215,584**	218,746
Total assets less current liabilities		**443,417**	431,676

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 17 March 2014.

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) New and amended standards adopted by the Group

The following new and amended standards are mandatory for the first time for the financial year beginning 1 January 2013:

HKAS 1 (Amendment) "Presentation of financial statements" is effective for annual periods beginning on or after 1 July 2012. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

HKFRS 10 "Consolidated financial statements", with related amendment for transition guidance, is effective for annual periods beginning on or after 1 January 2013. The objective of HKFRS 10 is to establish principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities to present consolidated financial statements. Defines the principle of control, and establishes controls as the basis for consolidation. Set out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee. It also sets out the accounting requirements for the preparation of consolidated financial statements.

HKAS 27(Revised 2011) "Separate financial statements" is effective for annual periods beginning on or after 1 January 2013. HKAS 27 (revised 2011) includes the provisions on separate financial statements that are left after the control provisions of HKAS 27 have been included in the new HKFRS 10.

HKFRS 12, "Disclosures of interests in other entities", with related amendment for transition guidance, is effective for annual periods beginning on or after 1 January 2013. HKFRS 12 includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles.

HKFRS 13 "Fair value measurements" is effective for annual periods beginning on or after 1 January 2013. HKFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements, which are largely aligned between HKFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs or US GAAP.

There is no significant impact to the Group for adoption of these new and amended standards.

(b) New standards, amendments and interpretations to existing standards effective for the financial year beginning 1 January 2013 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)	'First time adoption', on government loans	1 January 2013
HKFRS 11	Joint arrangements	1 January 2013
HKFRS 11 (Amendment)	Transition guidance	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
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

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.

		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

(c) New standards, amendments and interpretations have been issued but are not effective for the financial year beginning on 1 January 2013 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 32 (Amendment)	Financial instruments: Presentation — Offsetting financial assets and financial liabilities	1 January 2014
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (revised 2011)	Consolidation for investment entities	1 January 2014
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets	1 January 2014
Amendments to HKAS 39	Financial instruments: Recognition and Measurement — Novation of derivatives	1 January 2014
HKFRIC 21	Levies	1 January 2014
HKFRS 9	Financial Instruments	1 January 2015

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	
	2013	2012
	US$'000	*US$'000*
Sales of goods	**1,246,788**	1,559,066
Subcontracting service income	**19,531**	7,290
Total revenue	**1,266,319**	1,566,356

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 2013.

4. OPERATING PROFIT

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

	For the year ended 31 December	
	2013	2012
	US$'000	*US$'000*
Provision for impairment of property, plant and equipment	**917**	–
Provision for impairment of trade receivables	**3,162**	1,880
Depreciation of property, plant and equipment	**23,228**	22,407
Provision/(reversal of provision) for write-down of inventories	**1,386**	(1,127)
Amortisation of land use rights	**213**	137

5. FINANCE COSTS

	For the year ended 31 December	
	2013	2012
	US$'000	*US$'000*
Interest expense		
— bank borrowings	**1,056**	1,118

6. INCOME TAX EXPENSE

The major components of income tax expense are as follows:

	For the year ended 31 December	
	2013	2012
	US$'000	*US$'000*
Current income tax		
— Hong Kong profits tax	**210**	513
— PRC enterprise income tax	**21,225**	16,926
Deferred income tax	**(1,309)**	(378)
	20,126	17,061

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 2013 (for the year ended 31 December 2012: 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. The subcontracting factory has stopped its operation in 2013 and all of its business has been moved to Regent Election (Dongguan) Co., Ltd. as at 31 December 2013.

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%.

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 only one category of dilutive potential ordinary shares, which is the employees share option scheme. 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 2013.

	For the year ended 31 December	
	2013	2012
Profit attributable to equity holders of the Company (US$'000)	**56,470**	62,984
Weighted average number of ordinary shares in issue ('000)	**2,149,765**	2,118,184
Basic and diluted earnings per share (US$ per share)	**0.0263**	0.0297

8. DIVIDENDS

	2013	2012
	US$'000	*US$'000*
Interim dividend declared of HK$0.05 (2012: HK$0.05) per ordinary share	**13,858**	13,857
Proposed final dividend of HK$0.04 (2012: HK$0.05) per ordinary share	**11,080**	13,861

On 18 March 2013, the directors of the Company proposed and declared a final dividend in respect of the year ended 31 December 2012 of HK$0.05 per ordinary share, totalling HK$107,488,273 (equivalent to approximately US$13,861,000). Such final dividend was paid on 26 June 2013.

On 12 August 2013, the directors of the Company proposed and declared an interim dividend of HK$0.05 per ordinary share, totalling HK$107,488,273 (equivalent to approximately US$13,858,000) for the six months ended 30 June 2013 (for the six months ended 30 June 2012: approximately US$13,857,000). Such interim dividend was paid on 21 October 2013.

The proposed final dividend in respect of the year ended 31 December 2013 of HK$0.04 (for the year ended 31 December 2012: HK$0.05) per ordinary share, amounting to a total dividend of HK$85,990,619 (equivalent to approximately US$11,080,000) is based on 2,149,765,464 ordinary shares (31 December 2012: 2,149,765,464 ordinary shares) in issue, and is 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	
	2013	2012
	US$'000	*US$'000*
Trade receivables	**323,645**	463,695
Less: Provision for impairment	**(590)**	(1,945)
Trade receivables, net	**323,055**	461,750

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	
	2013	2012
	US$'000	*US$'000*
Within 90 days	**269,987**	379,753
Between 91 days to 180 days	**52,002**	80,168
Between 181 days to 365 days	**931**	3,126
Over 365 days	**725**	648
	323,645	463,695

10. 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	
	2013	2012
	US$'000	*US$'000*
Within 90 days	**226,100**	291,447
Between 91 days to 180 days	**84,289**	145,306
Between 181 days to 365 days	**379**	2,114
More than 365 days	**390**	694
	311,158	439,561

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 2013, the Group recorded a turnover of approximately US$1,266,319,000 (for the year ended 31 December 2012: approximately US$1,566,356,000) representing a decline of approximately 19.2% over the year. Decrease in revenue during the year was primarily due to (1) the reduction of sales of LED light bars applicable to high-end large-size tablet computers in quarter one and two; (2) the increased proportion of sales of subcontracting service (for which raw materials were provided by customers) in the second half of the year.

Gross Profit

The gross profit for the year ended 31 December 2013 was approximately US$112,663,000 (for the year ended 31 December 2012: approximately US$112,753,000), representing a decrease of approximately 0.1% as compared with that of last year.

The overall gross profit margin of the Group for the year ended 31 December 2013 increased to approximately 8.9% from approximately 7.2% of last year. It was due to (1) the increasing proportion of sales of control boards for TFT-LCD and touch-panels which have higher gross profit margins; (2) increase of overall utilization rate of production facilities as a result of the consolidation of production capacity of the factory that was running in relatively lower utilization rate in the past and (3) the increased proportion of sales of subcontracting service (for which raw materials were provided by customers) in the second half of the year as compared with the corresponding period of last year.

Net Profit

In line with the increase of gross profit margin, the net profit margin for the year ended 31 December 2013 also increased to approximately 4.5% from approximately 4.0% of last year. However, as an one-off provision for impairment of trade receivables of a particular customer amounted to approximately US$3,162,000, which was written off, was made during the second quarter of 2013, the profit before income tax for the years ended 31 December 2013 dropped by approximately 4.3% to approximately US$76,596,000 (for the year ended 31 December 2012: approximately US$80,045,000).

Having deducted the income tax expense for the year ended 31 December 2013, the net profit after tax became approximately US$56,470,000 as compared with approximately US$62,984,000 of last year, representing a decline of approximately 10.3%.

Liquidity and Financial Resources

As at 31 December 2013, the Group's net current assets was approximately US$215,584,000 (31 December 2012: approximately US$218,746,000) which consisted of current assets amounted to approximately US$622,162,000 (31 December 2012: approximately US$733,730,000) and current liabilities amounted to approximately US$406,578,000 (31 December 2012: approximately US$514,984,000). The current ratio, defined as current assets over current liabilities, was approximately 1.53 times as at 31 December 2013, which was higher than approximately 1.42 times as at 31 December 2012.

As at 31 December 2013, the cash and bank balances amounted to approximately US$208,274,000 (31 December 2012: approximately US$150,612,000) while the unsecured bank borrowings due within one year was approximately US$25,829,000 (31 December 2012: approximately US$20,439,000); and the bank borrowings due beyond one year was approximately US$22,157,000 (31 December 2012: approximately US$41,200,000).

As at 31 December 2013, the gearing ratio, defined as total borrowings (other than payables in ordinary course of business) over total equity was approximately 12% (31 December 2012: approximately 16%). The decrease of gearing ratio was mainly due to the decrease of bank borrowings required for 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$36 million during the year ended 31 December 2013 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$43 million for the year ended 31 December 2012. 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 2013, the future capital commitments for which the Group had contracted but not provided for amounted to approximately US$4,700,000 which relate mainly to the construction of plants in the PRC. As at 31 December 2013, 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, retirement benefits and employees share option scheme in order to attract, retain and motivate employees. As at 31 December 2013, the Group had 8,909 employees (31 December 2012: 10,302 employees). Total wages and related staff cost for the year ended 31 December 2013 amounted to approximately US$75,546,000 (for the year ended 31 December 2012: approximately US$75,288,000).

Prospects

Products and business

During the year of 2013, the sales orders for SMT production solutions applied to LED light bars for tablet computers and control boards for touch-panels kept 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. 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 2013, 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-panels and control panels of advanced tablet-computers. The Group has 179 SMT production lines as at 31 December 2013 and will initiate the capacity expansion when and where appropriate.

Industry

In the long run, thanks to the government policies promoting energy-saving in many countries, technology evolution, as well as the increasing desire for advanced energy-saving devices in the consumer market, market players of electronic products will keep launching new generation of products, 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. The Group's management is confident that its business will continue to grow in the foreseeable future and generate good returns for the Company's shareholders.

DIVIDENDS

The Board has proposed a final dividend of HK$0.04 per share for the year ended 31 December 2013 based on 2,149,765,464 ordinary shares in issue, totalling HK$85,990,619 (equivalent to approximately US$11,080,000), payable on or about 26 June 2014 to shareholders whose names appear on the register of members of the Company at the close of business on 3 June 2014.

ANNUAL GENERAL MEETING

An annual general meeting of the Company will be held on 26 May 2014, 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 22 May 2014 to 26 May 2014, 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 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 May 2014.

For determining entitlement to the final dividend, the register of members will be closed from 30 May 2014 to 3 June 2014, 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 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 29 May 2014.

CORPORATE GOVERNANCE PRACTICES

The Group is committed in ensuring high standards of corporate governance in the interest of its shareholders. The Directors confirm, to the best of their knowledge, the Group has complied with the code provisions set out in the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the year ended 31 December 2013 except for the deviation as explained below:

Code Provision A.2.1

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should not be performed by the same individual. As Mr. Wu Kai-Hsiung, a director, resigned as the chief executive officer and was re-designated as a non-executive director with effect from 22 January 2013, and since then Mr. Wu Kai-Yun, the chairman of the Company, took over as the chief executive officer, the Company deviated from code provision A.2.1 for the period from 22 January 2013 to 31 December 2013.

Currently, Mr. Wu Kai-Yun serves as the chairman of the Board and the chief executive officer of the Company. Mr. Wu is the founder of the Group. He has extensive experience in the surfacemount technology business and possesses good reputation, which are key qualifications for the chairmanship. The Group has been moving forward under his leadership as the chairman. Meanwhile, Mr. Wu possesses such competent management skills and business acumen as shall be required for the chief executive officer in his performance of daily management. The Board is comprised of three executive directors (including the chairman), one non-executive director and three independent non-executive directors, each of whom has appropriate skills and experience required by the Group. In addition, the general managers in charge of the operations of the Company's subsidiaries are acted by other unconnected persons. Rules for the proceedings of Board meetings also maintain a mechanism for reporting of interest and abstention from voting.

The Board believes that the current structure of the Board and voting mechanism have already ensured a balance between directors' rights and responsibilities. The Board believes that with Mr. Wu's rich experience in the industry, his roles as both the chairman and chief executive officer not only can enhance communications between the Board and the management team, but also assure that the management team can effectively carry out the policies approved by the Board.

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 2013.

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 2013.

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 2013.

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 2013.

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, 17 March 2014

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.