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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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 26 May 2014 at 2:30 p.m. is set out on pages 15 to 18 of this circular.

A form of proxy for annual general meeting is enclosed with this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

14 April 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement of the Repurchase Mandate	7
Appendix II — Details of Directors	11
Notice of Annual General Meeting	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 26 May 2014 at 2:30 p.m., or, where the context so admits, any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Regent Manner International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	8 April 2014, being the latest practicable date prior to printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	duly registered holder(s) of Shares
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general unconditional repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the total issued share capital of the Company as at the date of passing such resolution

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.005 each in the share capital of the Company
“Share Options”	share options granted by the Company to the Directors and certain employees of the Company under the share option scheme adopted by the Company on 19 June 2007
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“TSMT BVI”	Taiwan Surface Mounting Technology (BVI) Co. Limited, a company incorporated under the laws of British Virgin Islands with limited liability and a wholly-owned subsidiary of TSMT Taiwan as well as the immediate holding company of the Company
“TSMT Taiwan”	Taiwan Surface Mounting Technology Corp. (台灣表面黏著科技股份有限公司), a company incorporated under the laws of Taiwan with limited liability, the issued shares of which are listed on the Taiwan Stock Exchange and a controlling shareholder of TSMT BVI as well as the ultimate holding company of the Company
“%”	per cent.



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)

Executive Directors:

Wu Kai-Yun

Han Min

Tseng Yu-Ling

Non-executive Director:

Wu Kai-Hsiung

Independent non-executive Directors:

Kwok Kwan Hung

Hsu Wey-Tyng

Lin Yen-Yu

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal

place of business in Hong Kong:

20th Floor

No. 168 Queen's Road Central

Central

Hong Kong

14 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting relating to, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the declaration of a final dividend; and (iii) the re-election of Directors and to provide details regarding the notice of the Annual General Meeting.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant the Issue Mandate. The Shares which may be allotted and issued pursuant to the Issue Mandate are up to 20% of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,149,765,464 Shares. Subject to the passing of the ordinary resolutions approving the Issue Mandate and on

LETTER FROM THE BOARD

the basis that no further new Shares will be issued or repurchased from the Latest Practicable Date up to the date of Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 429,953,092 Shares. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolutions no. 5 and 7 in the notice of Annual General Meeting set out on pages 15 to 18 of this circular. The Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or by the laws of the Cayman Islands to be held; and (c) the date on which the authority given under the ordinary resolution approving the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate are up to 10% of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate.

The Repurchase Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or by the laws of the Cayman Islands to be held; and (c) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

Details of the Repurchase Mandate is set out in resolution no. 6 in the notice of Annual General Meeting. An explanatory statement as required by the Listing Rules containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide the Shareholders with information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

FINAL DIVIDEND

The Directors proposed a final dividend of HK\$0.04 per Share to shareholders whose names appear on the register of shareholders of the Company on 3 June 2014. The final dividend will be paid on or about 26 June 2014.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to be retired in every year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Wu Kai-Yun, Ms. Han Min and Ms. Tseng Yu-Ling will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election. In addition, pursuant to the letter of appointment of the non-executive Director, Mr. Wu Kai-Hsiung and the three independent non-executive Directors, namely Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu, will retire and offer themselves for re-election at the Annual General Meeting.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to the Shareholders to approve, among other things, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the declaration of a final dividend and the re-election of Directors.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting pursuant to Article 66 of the Articles.

RECOMMENDATION

The Directors consider that (a) the granting of the Issue Mandate and the Repurchase Mandate; (b) the declaration of the final dividend; and (c) the re-election of Directors to be proposed at the Annual General Meeting, are in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which make any statement herein misleading.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of a company to make such repurchases.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,149,765,464 Shares. Subject to the passing of the ordinary resolutions approving the Repurchase Mandate and on the basis that no further new Shares will be issued or repurchased from the Latest Practicable Date up to the date of Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 214,976,546 Shares, representing 10% of the existing issued Shares during the period from 26 May 2014, being the date of the Annual General Meeting up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by applicable laws or the Articles; and (iii) the date upon which such authority is revoked or waived.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the financial position of the Company as at 31 December 2013, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would,

in the circumstances, (i) result in the amount of Shares held by the public being reduced to less than 25%; or (ii) have a material adverse effect on the working capital of the Company or on its gearing levels which in the option of the Directors are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Any repurchase of Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date were as follows:

Month	Shares prices (per Share)	
	Highest HK\$	Lowest HK\$
2013		
April	1.55	1.38
May	1.66	1.38
June	1.62	1.39
July	1.49	1.30
August	1.40	1.29
September	1.49	1.37
October	1.44	1.28
November	1.44	1.28
December	1.43	1.29
2014		
January	1.36	1.23
February	1.35	1.24
March	1.32	1.23
April (up to the Latest Practicable Date)	1.35	1.27

EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, pursuant to the Repurchase Mandate, a Shareholder 's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and on the date assuming that the Repurchase Mandate had been exercised in full, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under the SFO were as follows:

Name of Shareholder	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full	Number of Shares beneficially held
TSMT BVI	73.84%	82.04%	1,587,355,634
TSMT Taiwan	73.84%	82.04%	1,587,355,634

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not have any implications under the Takeovers Code. The Company has no present intention to exercise the Repurchase Mandate to such extent that would result in the amount of Shares held by the public being reduced to less than 25%.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

UNDERTAKING OF DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

SHARE REPURCHASE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

MISCELLANEOUS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

Mr. Wu Kai-Yun (伍開雲), aged 54, is the chairman of the Company, and has been appointed as the chief executive officer of the Company (the “CEO”) and re-designed from a non-executive Director to an executive Director with effect from 22 January 2013. Mr. Wu is involved in the formulation of business strategies and corporate directions for the Group and is responsible for the overall management of the Group. He is also an executive director of TSMT Taiwan, a company listed in Taiwan. Prior to founding TSMT Taiwan in 1990, Mr. Wu has worked in Sampo Corporation (聲寶股份有限公司), whose principal activities are the manufacturing and sales of electrical home appliances, as an engineer since June 1982. He also worked in MiTAC International Corporation (神達電腦股份有限公司), which is principally engaged in the design and manufacturing of personal computers, server products and mobile communication products, as a supervisor for the department of engineering, research and development in May 1987, and then joined Efa Corp. (憶華科技股份有限公司), a company engaging in the manufacturing of electronic products and electronic games equipment, as an assistant manager for the manufacturing department in July 1988. Being the founder of the Group, Mr. Wu has more than 30 years of extensive experience in the electronics industry spanning from operations management, research and development, process engineering, procurement and logistics, to sales and marketing. In 2006, Mr. Wu obtained an executive master’s degree in business administration from Fudan University in Shanghai.

Mr. Wu entered into a new letter of appointment with the Company as an executive Director for an initial term of three years commencing from 22 January 2013 and renewable automatically for successive terms of one year each thereafter, unless and until terminated by either party giving to the other not less than two months’ prior notice in writing. Mr. Wu is currently receiving a director’s fee of HK\$360,000 per annum as set out in the letter of appointment. As at the Latest Practicable Date, Mr. Wu had personal interests in 6,872,628 Shares and 600,000 Share Options. He had also interests in 23,292,866 shares of TSMT Taiwan (including personal interests of 11,017,999 shares and family interests of 12,274,867 shares).

Save as disclosed above, (a) Mr. Wu did not hold any directorship in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Han Min (韓敏), aged 37, is an executive Director, the chief marketing officer of the Company and the general manager of Suzhou plant. Ms. Han is currently responsible for the overall operation and management of Regent Electron (Suzhou), as well as the development and relations maintenance of certain major customers. From 1997 to 1998, she rendered her services as supervisor of the production management and sales department of Dongguan plant. From 1999 to 2001, Ms. Han was responsible for the initial production management and sales activities of Suzhou plant. From 2002 to 2004, she served as assistant manager of Suzhou plant and was promoted as manager of the marketing and procurement department of Suzhou plant in 2005. Starting from 2006, Ms. Han held the position as head of the operation, equipment and

materials department, mainly responsible for customer development, equipment and materials operation and supply chain management. Since 2010 to date, Ms. Han is the general manager of Suzhou plant. She completed the courses of EMBA administration in the school of management in Fudan University between 2006 and 2007 and received a university diploma with a bachelor degree in arts in Business English from Beijing Foreign University (beiwai online) in 2010.

Ms. Han entered into a service agreement with the Company for an initial term of three years commencing from 10 July 2007 and renewable automatically for successive terms of one year each thereafter, unless and until terminated by either party giving to the other not less than two months' prior notice in writing. Ms. Han is currently receiving a director's fee of HK\$180,000 per annum as set out in the service agreement. As at the Latest Practicable Date, Ms. Han had personal interests in 500,000 Share Options.

Save as disclosed above, (a) Ms. Han did not hold any directorship in other listed public companies in the past three years; (b) she does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Tseng Yu-Ling (曾玉玲), aged 36, is an executive Director and chief financial officer of the Company. Ms. Tseng graduated from the Department of Accountancy of National Taiwan University. She joined the Group in February 2003 as manager in the financial department. She was advanced to the position of vice-president in June 2005, and is in charge of the financial control and management of the Group. Before joining the Group in 2003, Ms. Tseng worked at KPMG from 1999 to 2002 and gained extensive experience in accounting and finance. She is a fellow member of Taiwan Provincial Certified Public Accountant Association. Ms. Tseng worked in the accounting department of Guang Fai Electronic Company from 2002 to 2003.

Ms. Tseng entered into a service agreement with the Company for an initial term of three years commencing from 4 December 2007 and renewable automatically for successive terms of one year each thereafter, unless and until terminated by either party with two months' notice in writing served on the other side. Ms. Tseng is currently receiving a director's fee of HK\$180,000 per annum as set out in the service agreement. As at the Latest Practicable Date, Ms. Tseng had personal interests in 992,682 Shares and 350,000 Share Options. She had also personal interests in 87,600 shares of TSMT Taiwan.

Save as disclosed above, (a) Ms. Tseng did not hold any directorship in other listed public companies in the past three years; (b) she does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wu Kai-Hsiung (伍開雄), aged 44, is a non-executive Director currently and was an executive Director, the CEO, and the general manager of Suzhou plant. Mr. Wu was responsible for the overall management of the Group, as well as assisting the chairman in the formulation of corporate strategies and policies. Mr. Wu worked as an engineer for TSMT

Taiwan from 1992 to 1995, after which he joined Arkino Technology Corp. (台灣旭邦科技股份有限公司) a company principally engaged in the design and manufacturing for computer peripherals, including card-readers and networking products, as an assistant manager in September 1995 to enrich his overall management skills. From 1997 to 2006, Mr. Wu worked as an assistant manager and subsequently as a manager for TSMT Taiwan. Mr. Wu also founded the Group's operations in Dongguan and served as the plant manager thereof from 1997 to 2006, during which he also established Ningbo plant in 2006. Mr. Wu has more than 21 years of experience in the electronics industry in respect of operations management, procurement, sales and marketing. On 5 March 2007, Mr. Wu resigned as a director of TSMT Taiwan to concentrate on the business management of the Company. With effect from 22 January 2013, Mr. Wu resigned from the CEO and has been redesignated as a non-executive Director. In 2005, Mr. Wu obtained an executive master's degree in business administration from the California University of Technology. Mr. Wu is a brother of Mr. Wu Kai-Yun.

Mr. Wu entered into a new service agreement with the Company as a non-executive Director for an initial term of three years commencing from 22 January 2013 and shall continue for further successive periods of one year each thereafter, provided the Company may terminate the appointment by giving to the Director at least two month's notice in writing. Mr. Wu is currently receiving a director's fee of HK\$180,000 per annum as set out in the service agreement. As at the Latest Practicable Date, Mr. Wu had personal interests in 3,927,216 Shares and 350,000 Share Options. He also had interests in 393,827 shares of TSMT Taiwan (including personal interests of 316,251 shares and family interests of 77,576 shares).

Save as disclosed above, (a) Mr. Wu did not hold any directorship in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Kwok Kwan Hung (郭君雄), aged 48, is an independent non-executive Director. Mr. Kwok is a certified public accountant and accomplished a bachelor degree in Science from The University of London. He is currently an executive director and was previously an independent non-executive director of Sage International Group Limited (formerly known as Info Communication Holdings Limited), a company listed on the Growth Enterprise Market of the Stock Exchange ("GEM"). Mr. Kwok was also an independent non-executive director (from September 2004 to August 2006) and an executive director (from August 2006 to April 2008) of Nam Hing Holdings Limited (now known as China Environmental Energy Investment Limited), the shares of which are listed on the main board of the Stock Exchange, and an independent non-executive director of Sun International Group Limited, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange, from August 2006 to December 2008. He is an associate member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Hong Kong Institute of Directors.

Mr. Kwok entered into a letter of appointment with the Company for an initial term of three years commencing from 4 December 2007 and renewable thereafter. Mr. Kwok is currently receiving a director's fee of HK\$180,000 per annum. As at the Latest Practicable Date, Mr. Kwok had personal interests in 50,000 Shares and 300,000 Share Options.

Save as disclosed above, (a) Mr. Kwok did not hold any directorship in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Hsu Wey-Tyng (徐蔚婷), aged 40, is an independent non-executive Director. Ms. Hsu holds a Bachelor of Science in Economics from the National Taiwan University. She also received a Master Degree of Information Systems Management in Carnegie Mellon University and a Master Degree of Business Administration in Finance in National Taipei University. Ms. Hsu started her career with Citibank N.A. Corporate Banking as Senior Assistant Manager in 2003 and resigned from her last position as Relationship Manager in Global Relationship Banking division in 2008. Besides, she has been acting as a specialist in General Management Office in Silan Corporation and as a project manager specialized in E-commerce in ECBYTE Co. Ltd. in Taiwan during 1998 to 2001.

Ms. Hsu entered into a letter of appointment with the Company for an initial term of three years commencing from 26 February 2011 and renewable thereafter. Ms. Hsu is currently receiving a director's fee of HK\$120,000 per annum as set out in the letter of appointment. As at the Latest Practicable Date, Ms. Hsu had personal interests in 300,000 Share Options. She had also personal interests in 1,211,783 shares of TSMT Taiwan.

Save as disclosed above, (a) Ms. Hsu did not hold any directorship in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Lin Yen-Yu (林晏瑜), aged 40, is an independent non-executive Director. Ms. Lin was a doctorate candidate in Business School of Kai-Nan University, she also accomplished a master degree in Business Administration of International Business from The University of Akron and a bachelor degree in History from National Taiwan University. Ms. Lin is currently the Asia Sourcing Manager of Gex pro. She was the General Manager of Supply Chain & Procurement of Ryerson China Limited from January to September 2011, and was the Asia Supplier Development Manager of Supply Technologies from 2004 to 2011, and was the International Sales Manager/Project Manager of National Aerospace Fastener Corp from 1997 to 2003.

Ms. Lin entered into a letter of appointment with the Company for an initial term of three years commencing from 4 December 2007 and renewable thereafter. Ms. Lin is currently receiving a director's fee of HK\$120,000 per annum as set out in the letter of appointment. As at the Latest Practicable Date, Ms. Lin had personal interests in 300,000 Share Options.

Save as disclosed above, (a) Ms. Lin did not hold any directorship in other listed public companies in the past three years; (b) she does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rules 13.51(2) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.



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)

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Regent Manner International Holdings Limited (the “Company”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 26 May 2014 at 2:30 p.m. to consider and, if thought fit, pass the following resolutions:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2013 together with the reports of the directors (the “Directors”) and auditors of the Company thereon;
2. to declare a final dividend for the year ended 31 December 2013;
3. to re-elect Directors and to authorize the board of Directors (the “Board”) to fix their remuneration;
4. to re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.005 each in the capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in

NOTICE OF ANNUAL GENERAL MEETING

paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed the aggregate of:

- (i) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (ii) (provided that resolution no. 7 is passed) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to the 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on

NOTICE OF ANNUAL GENERAL MEETING

which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon resolutions numbered 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.

By order of the Board
Regent Manner International Holdings Limited
Chan Lai Yi
Company Secretary

Hong Kong, 14 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*
20th Floor
No. 168 Queen's Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.

As at the date of this notice, the Board comprised three executive Directors, namely, Wu Kai-Yun, Tseng Yu-Ling and Han Min, one non-executive Director, namely Wu Kai-Hsiung and three independent non-executive Directors, namely Kwok Kwan Hung, Hsu Wey-Tyng and Lin Yen-Yu.