

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary 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 Friday, 18 July 2014 at 10:00 a.m. (or as soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place has been concluded and adjourned) to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION

“**THAT:** for the purposes of giving effect to the scheme of arrangement dated 19 June 2014 (the “**Scheme of Arrangement**”) between the Company and the holders of Scheme Shares (as defined in the Scheme of Arrangement), on the Effective Date (as defined in the Scheme of Arrangement):

- (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme of Arrangement); and
- (ii) the directors of the Company be and are hereby authorized to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of or addition to, the Scheme of Arrangement, which the Grand Court of the Cayman Islands may see fit to impose.”

ORDINARY RESOLUTION

“**THAT:** (i) subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the allotment and issue of the same number of ordinary shares of HK\$0.005 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished; and

(ii) the Company shall apply the credit arising in its books of account as a result of such capital reduction in paying up in full at par the new ordinary shares of HK\$0.005 each in the capital of the Company issued as aforesaid, credited as fully paid, to Taiwan Surface Mounting Technology (B.V.I.) Co. Limited.”

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

Hong Kong, 19 June 2014

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

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. A white form of proxy for use at the meeting is enclosed with the Scheme Document containing the Scheme of Arrangement dated 19 June 2014 despatched to members of the Company.
3. The white form of proxy together with 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 white form of proxy proposes to vote and in default the white form of proxy shall not be treated as valid. Delivery of the white form of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and in such event his form of proxy shall be deemed to be revoked.
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 executive directors of the Company are Mr. Wu Kai-Yun, Ms. Tseng Yu-Ling and Ms. Han Min, the non-executive director of the Company is Mr. Wu Kai-Hsiung and the independent non-executive directors of the Company are Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu.