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



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

## JOINT ANNOUNCEMENT

# PROPOSED PRIVATIZATION OF REGENT MANNER INTERNATIONAL HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 86 OF THE CAYMAN ISLANDS COMPANIES LAW) AND DESPATCH OF SCHEME DOCUMENT AND OPTION OFFER LETTER

**Financial Adviser to the Offeror**



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



## DESPATCH OF SCHEME DOCUMENT AND OPTION OFFER LETTER

On 19 June 2014, (i) the Scheme Document together with the notice of the Court Meeting and the notice of the EGM of the Company to be held on 18 July 2014 and the relevant proxy forms have been despatched to the Shareholders and the Optionholders, and (ii) the Option Offer Letter and the Form of Acceptance have also been despatched to the Optionholders.

## RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE

The Company has established the Independent Board Committee, comprising Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu, all being independent non-executive Directors, to make recommendations to the Independent Shareholders and the Optionholders in respect of the Scheme and the Option Offer respectively. The Scheme Document contains, among other things, a letter from the Independent Board Committee giving its recommendations to the Independent Shareholders and the Optionholders in respect of the Scheme and the Option Offer respectively.

Proton Capital has been appointed by the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Scheme and the Option Offer. The Scheme Document contains, among other things, a letter from the Independent Financial Adviser giving its advice and recommendations to the Independent Board Committee in relation to the Scheme and the Option Offer.

## **COURT MEETING AND EGM**

The Court Meeting and the EGM are scheduled to be held at 9:00 a.m. and 10:00 a.m. (or so soon thereafter as the Court Meeting shall have been concluded or adjourned), respectively, on Friday, 18 July 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong. Notices of the Court Meeting and the EGM are also contained in the Scheme Document and will be available on the website of the Stock Exchange.

## **CLOSURE OF REGISTER OF MEMBERS**

It is proposed that the register of members of the Company will be closed on Tuesday, 15 July 2014 (or such other dates as may be notified to the Shareholders by way of announcement(s)) for the purposes of determining the entitlement of the relevant Shareholders to attend and vote at the Court Meeting and the entitlement of the Shareholders to attend and vote at the EGM. Such book close period is not for determining entitlements under the Scheme. In order to qualify to attend and vote at the Court Meeting and the EGM, the Shareholders should ensure that the relevant forms of transfer of their Shares accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by not later than 4:30 p.m. on Monday, 14 July 2014.

## **CONDITIONS OF THE PROPOSAL AND THE EXPECTED TIMETABLE**

Subject to all the Conditions of the Proposal being fulfilled or waived (as applicable) the Scheme is expected to become effective on Tuesday, 5 August 2014 (Cayman Islands time). Details of the Conditions are set out in the section headed "Part VII – Explanatory Statement – 2. TERMS OF THE PROPOSAL – Conditions of the Proposal" in the Scheme Document.

The Scheme will lapse if it does not become effective on or before Sunday, 31 August 2014 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Cayman Islands Grand Court may direct). The Shareholders and the Optionholders will be notified accordingly by announcement.

A detailed timetable for the Proposal is set out in this announcement under the heading "Expected Timetable".

## **WARNINGS**

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

## **INTRODUCTION**

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

## **DESPATCH OF SCHEME DOCUMENT AND OPTION OFFER LETTER**

At the hearing held on 12 June 2014 (Cayman Islands time) regarding the Scheme, the Cayman Islands Grand Court ordered, among other things, that the Company be at liberty to convene the Court Meeting on 18 July 2014 and the Scheme Document be despatched to the Scheme Shareholders at least 21 clear days before the day appointed for the Court Meeting.

On 19 June 2014, (i) the Scheme Document together with the notice of the Court Meeting and the notice of the EGM of the Company to be held on 18 July 2014 and the relevant proxy forms have been despatched to the Shareholders and the Optionholders, and (ii) the Option Offer Letter and the Form of Acceptance have also been despatched to the Optionholders.

The Scheme Document contains, among other things, further details of the Proposal, the expected timetable, the explanatory statement of the Scheme as required under the Cayman Islands Companies Law, general information regarding the Group and the Offeror, the letter from the Board, the letter from the Independent Board Committee, the letter from the Independent Financial Adviser, a sample Option Offer Letter, a notice of the Court Meeting and a notice of the EGM.

## **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE**

The Company has established the Independent Board Committee, comprising Mr. Kwok Kwan Hung, Ms. Hsu Wey-Tyng and Ms. Lin Yen-Yu, all being independent non-executive Directors, to make recommendations to the Independent Shareholders and the Optionholders in respect of the Scheme and the Option Offer respectively. The Scheme Document contains, among other things, a letter from the Independent Board Committee giving its recommendations to the Independent Shareholders and the Optionholders in respect of the Scheme and the Option Offer respectively.

Proton Capital has been appointed by the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Scheme and the Option Offer. The Scheme Document contains, among other things, a letter from the Independent Financial Adviser giving its advice and recommendations to the Independent Board Committee in relation to the Scheme and the Option Offer.

The Shareholders and the Optionholders are urged to read and consider carefully the recommendations of the Independent Board Committee and the Independent Financial Adviser as set out in the letter from the Independent Board Committee and the letter from the Independent Financial Adviser respectively.

## **COURT MEETING AND EGM**

The Court Meeting and the EGM are scheduled to be held at 9:00 a.m. and 10:00 a.m. (or so soon thereafter as the Court Meeting shall have been concluded or adjourned), respectively, on Friday, 18 July 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong. Notices of the Court Meeting and the EGM are also contained in the Scheme Document and will be available on the website of the Stock Exchange.

The Cayman Islands Grand Court has directed that the Court Meeting shall be held for the Independent Shareholders to consider and, if thought fit, to approve the Scheme (with or without modifications). The EGM shall be held for the Shareholders to consider, and if thought fit, to pass (i) a special resolution to approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares, and (ii) an ordinary resolution to, subject to and forthwith upon such reduction of capital taking effect, immediately restore the issued share capital of the Company to the same amount prior to the cancellation of the Scheme Shares by paying up in full, at par, such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme, credited as fully paid, for issuance to the Offeror.

As at the Latest Practicable Date, there were 2,149,765,464 Shares in issue, of which 562,409,830 Shares were held by the Scheme Shareholders. All Independent Shareholders are entitled to vote at the Court Meeting and all Shareholders are entitled to vote at the EGM.

Further announcement(s) will be made by the Company in relation to, among other things, the voting results of the Court Meeting and the EGM.

## **CLOSURE OF REGISTER OF MEMBERS**

It is proposed that the register of members of the Company will be closed on Tuesday, 15 July 2014 (or such other dates as may be notified to the Shareholders by way of announcement(s)) for the purposes of determining the entitlement of the relevant Shareholders to attend and vote at the Court Meeting and the entitlement of the Shareholders to attend and vote at the EGM. Such book close period is not for determining entitlements under the Scheme. In order to qualify to attend and vote at the Court Meeting and the EGM, the Shareholders should ensure that the relevant forms of transfer of their Shares accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by not later than 4:30 p.m. on Monday, 14 July 2014.

## **CONDITIONS OF THE PROPOSAL**

Subject to all the Conditions of the Proposal being fulfilled or waived (as applicable) the Scheme is expected to become effective on Tuesday, 5 August 2014 (Cayman Islands time). Details of the Conditions are set out in the section headed "Part VII – Explanatory Statement – 2. TERMS OF THE PROPOSAL – Conditions of the Proposal" in the Scheme Document.

The Scheme will lapse if it does not become effective on or before Sunday, 31 August 2014 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Cayman Islands Grand Court may direct). The Shareholders and the Optionholders will be notified accordingly by announcement.

## EXPECTED TIMETABLE

*The following timetable takes into account the procedures of the Cayman Islands Grand Court for the Scheme. The expected timetable is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable.*

Despatch of the Scheme Document . . . . . Thursday, 19 June 2014

Despatch of the Option Offer Letter . . . . . Thursday, 19 June 2014

Latest time for the Optionholders to lodge notices of exercise  
(accompanied by full payment) of their Options  
in order to become entitled to vote at the Court Meeting  
and the EGM . . . . . 4:30 p.m. on Wednesday,  
25 June 2014

Latest time for lodging transfers of Shares in order  
to become entitled to vote at the Court Meeting  
and the EGM . . . . . 4:30 p.m. on Monday,  
14 July 2014

Register of members of the Company closed for  
determining the entitlement of relevant Shareholders to  
attend and vote at the Court Meeting and  
the entitlement of the Shareholders to attend and  
vote at the EGM (*Note 1*) . . . . . Tuesday, 15 July 2014 to Friday,  
18 July 2014 (both dates inclusive)

Latest time for lodging the **pink** form of proxy  
in respect of the Court Meeting (*Note 2*) . . . . . 9:00 a.m. on Wednesday,  
16 July 2014

Latest time for lodging the **white** form of proxy  
in respect of the EGM (*Note 2*) . . . . . 10:00 a.m. on Wednesday,  
16 July 2014

Meeting Record Date . . . . . on Friday, 18 July 2014

Suspension of trading in the Shares  
on the Stock Exchange . . . . . 9:00 a.m. on Friday,  
18 July 2014

Court Meeting (*Note 3*) . . . . . 9:00 a.m. on Friday,  
18 July 2014

EGM (*Note 3*)  
(or so soon thereafter the Court Meeting shall  
have been concluded or adjourned) . . . . . 10:00 a.m. on Friday,  
18 July 2014

Announcement of the results of the Court Meeting and the EGM. . . . .	not later than 7:00 p.m. on Friday, 18 July 2014
Resumption of trading in the Shares on the Stock Exchange. . . . .	9:00 a.m. on Monday, 21 July 2014
Expected last day for trading in the Shares on the Stock Exchange. . . . .	Thursday, 24 July 2014
Latest Option Exercise Date . . . . .	Thursday, 24 July 2014
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme. . . . .	4:30 p.m. on Tuesday, 29 July 2014
Register of members of the Company closed for determining entitlements to qualify under the Scheme ( <i>Note 4</i> ) . . . . .	from Wednesday, 30 July 2014 onwards
Court hearing of the petition to sanction the Scheme and to confirm the capital reduction . . . . .	Friday, 1 August 2014 (Cayman Islands time)
Announcement of the result of the Court Hearing, the expected Effective Date and the expected date of withdrawal of listing of the Shares on the Stock Exchange . . . . .	Monday, 4 August 2014
Record Date . . . . .	4:00 p.m. Tuesday, 5 August 2014
Effective Date ( <i>Note 5</i> ) . . . . .	Tuesday, 5 August 2014 (Cayman Islands time)
Announcement of the Effective Date and the withdrawal of listing of the Shares on the Stock Exchange . . . . .	Tuesday, 5 August 2014
Expected withdrawal of listing of the Shares on the Stock Exchange becomes effective ( <i>Note 6</i> ). . . . .	4:00 p.m. on Wednesday, 6 August 2014
Cheques for cash entitlements under the Scheme to be despatched ( <i>Note 7</i> ) . . . . .	on or before Thursday, 14 August 2014
Latest time for lodging the Form of Acceptance in relation to the Option Offer ( <i>Note 8</i> ). . . . .	4:00 p.m. on Tuesday, 19 August 2014
Lapse of unexercised outstanding Options . . . . .	Tuesday, 19 August 2014

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

Cheques for cash entitlements under the Option Offer  
to be despatched (*Note 9*) . . . . . on or before Thursday, 28 August 2014

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

*Notes:*

1. *The register of members of the Company will be closed during such period for the purposes of determining the entitlement of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlement of the Shareholders to attend and vote at the EGM. This book close period is not for determining entitlements under the Scheme.*
2. *Forms of proxy should be lodged with 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 but in any event not later than the respective times and dates stated above or, in the case of the **pink** forms of proxy for use at the Court Meeting, they may be handed to the chairman of the Court Meeting. Completion and return of the relevant form of proxy for the Court Meeting or the EGM will not preclude a Scheme Shareholder, respectively, from attending the relevant meeting and voting in person. In such event, the relevant form of proxy returned will be deemed to have been revoked.*
3. *The Court Meeting and the EGM will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong at the times and dates specified above. Please see the notice of the Court Meeting set out in Appendix IV to the Scheme Document and the notice of the EGM set out in Appendix V to the Scheme Document.*
4. *The register of members of the Company will be closed during such period for the purposes of determining the entitlements under the Scheme.*
5. *The Scheme will become effective upon all the Conditions having been fulfilled or waived (as applicable).*
6. *If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at or before 4:00 p.m. on Wednesday, 6 August 2014, being the next day after the Effective Date.*
7. *Cheques for the cash entitlements to the Scheme Shareholders under the Scheme will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company on or before Thursday, 14 August 2014.*
8. *Form of Acceptance, duly completed and executed in accordance with the instructions on it, must be lodged with the Offeror (c/o the Company) at 20th Floor, No. 168 Queen's Road Central, Central, Hong Kong for the attention of the board of the Offeror and marked "Regent Manner-Option Offer" by no later than 4:00 p.m. on Tuesday, 19 August 2014 (or such later time and/or date as may be notified through announcement(s)).*
9. *Cheques for the cash entitlements to the Optionholders under the Option Offer will be despatched by ordinary post at the risk of the recipients to the last known addresses of the Optionholders as notified by the Optionholders to the Company within 7 business days following the later of the Effective Date and the date of receipt by the Offeror of the duly completed Form of Acceptance.*

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

## WARNINGS

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

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

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

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

Hong Kong, 18 June 2014

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

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

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