

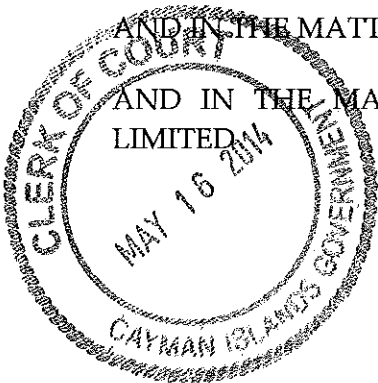
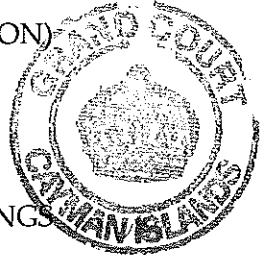
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO.: FSD 0048 of 2014

IN THE MATTER OF SECTIONS 15 & 86 OF THE COMPANIES LAW (2013 REVISION)
(AS AMENDED)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995

AND IN THE MATTER OF REGENT MANNER INTERNATIONAL HOLDINGS
LIMITED



PETITION



To: The Grand Court of the Cayman Islands

THE HUMBLE PETITION OF REGENT MANNER INTERNATIONAL HOLDINGS LIMITED, c/o Codan Trust Company (Cayman) Limited, Box 2681, George Town, Cricket Square, Hutchins Drive, Grand Cayman, Cayman Islands, KY1-1111 (the "Company") shows the following:

1. The object of this Petition is to seek:
 - a. the sanction of the Court pursuant to section 86 of the Companies Law (2013 Revision) to a proposed Scheme of Arrangement (the "Scheme") between the Company, Taiwan Surface Mounting Technology (B.V.I.) Co. Limited ("TSMT BVI") and the Scheme Shareholders as defined in the Scheme contained in a composite scheme document (the "Scheme Document") a draft of which is attached as Exhibit TYL-1 to the First Affirmation of TSENG Yu-Ling made on 16 May 2014, and

- b. the confirmation of the Court, pursuant to section 15 of the Companies Law, of the intended reduction of the issued share capital ("**Reduction of Capital**") of the Company consequent upon the cancellation of the Scheme Shares (as defined in the Scheme) pursuant to the Scheme which is expected to be approved by a special resolution of the shareholders passed at an extraordinary general meeting of the Company immediately after the Court Meeting referred to herein.

The Company

2. The Company is engaged in the business of investment holdings and principally carries on business through its subsidiaries which are engaged in the provision of integrated surface-mount technology production solutions. It is a Cayman Islands exempted company limited by shares incorporated on 9 August 2006 with registration number CT-172282. Its registered office is Codan Trust Company (Cayman) Limited, Box 2681, George Town, Cricket Square, Hutchins Drive, Grand Cayman, Cayman Islands KY1-1111 and its principal place of business is 20th Floor, No. 168 Queen's Road Central, Hong Kong.
3. The objects for which the Company was established are unrestricted, save for generally applicable statutory restrictions on its powers to trade in the Cayman Islands and is otherwise capable of exercising all the function of a natural person as provided by section 27(2) of the Companies Law.
4. The authorised share capital of the Company consists of HKD\$50,000,000 divided into 10,000,000,000 shares of par value of HK\$0.005 each. As of the date of this Petition, 2,149,765,464 shares in the capital of the Company with a par value of HK0.005 each have been issued and are fully paid or credited as fully paid (the "**Shares**"). Since 10 July 2007 the Shares have been listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

TSMT BVI

5. TSMT BVI is a company incorporated under the laws of the British Virgin Islands with limited liability. Its registered office is Tropic Isle Building, Po Box 438 Road Town Tortola, British Virgin Islands. It is in the business of investment holding and the immediate holding company of the Company.
6. TSMT BVI will provide its undertaking to be bound by the terms of the Scheme.

The Scheme

7. The purpose of the Scheme is to privatise the Company so that TSMT BVI will own 100% of the Company. This will be achieved by the steps summarised in paragraph 8 below.
8. The principal features of the Scheme are:
 - a. the Reduction of Capital by the cancellation and extinguishment of the Scheme Shares pursuant to the Scheme, in consideration of which the Scheme Shareholders will receive HK\$1.80 in cash for each Scheme Share (the **"Cancellation Price"**);
 - b. subject to and simultaneously with the Reduction of Capital taking effect, the share capital of the Company being restored to its former amount by the allotment and issue to TSMT BVI, credited as fully paid at par, the same number of Shares as the number of Scheme Shares cancelled and extinguished at the Record Date (as defined in the Scheme) (the **"Restoration of Capital"**); and
 - c. the credit arising in the books of account of the Company as a result of the Reduction of Capital resulting from the cancellation and extinguishment of the Scheme Shares pursuant to the Scheme being

applied in paying up in full at par such number of Shares as is equal to the number of Scheme Shares cancelled at the Record Date.

9. The Cancellation Price is in excess of the relevant closing prices and the average closing prices of the Scheme Shares referred to in the explanatory statement in the Scheme Document. The Cancellation Price has been determined on a commercial basis after taking into account the prices of the Shares traded on the Stock Exchange, the trading multiples of comparable companies and with reference to other privatization transactions in Hong Kong in recent years.
10. During the past 12 months period prior to 8 May 2014, being the date of the joint announcement by the TSMT BVI and Company regarding the Scheme, the board of Directors of the Company (the "Board") noted that the average daily trading volume of the Company was approximately 1,050,754 Shares, representing approximately 0.049% of the existing issued share capital of the Company. Given the low liquidity of the Shares, the Directors believe that the Company's ability to raise funds from the public equity markets is currently limited and any significant improvement in this regard in the foreseeable future is unlikely. Consequently, the Directors consider that the costs and management resources associated with the maintenance of the Company's listing on the Stock Exchange and its publicly listed status, which are needed in order to access the public equity markets, are no longer warranted. Given the low liquidity and the weak performance of the Shares traded on the Stock Exchange, the directors of the TSMT BVI believe that there is currently limited opportunity for the Scheme Shareholders to divest their investment in the Company. The Directors consider that the Scheme provides an opportunity for the Scheme Shareholders to dispose of their Shares and receive cash at a price above the prevailing market price of the Shares. In addition, the Scheme allows the Scheme Shareholders a chance to redeploy capital from approving the Scheme into other investment opportunities that they may consider more attractive in the current market environment.

Shareholder Profile

11. On the assumption that no outstanding Options (as defined in the Scheme Document) are exercised before the Latest Option Exercise Date (as defined in the Scheme Document) and the assumption that there is no other change in shareholdings in the Company, the profile of the shareholders of the Company on the Latest Practicable Date (as defined in the Scheme) is expected to be as follows:

Shareholders	As at the Latest Practicable Date	
	Number of Shares	%
Taiwan Surface Mounting Technology (B.V.I.) Co. Limited ("Offeror")	1,587,355,634	73.84
Persons acting in concert with the Offeror		
Mr. Wu Kai-Yun	6,872,628	0.32
Mr. Wu Kai-Hsiung	3,927,216	0.18
Mr. Lin Wen-Ching	1,414,388	0.07
Ms. Wang Chia-Chen	2,590,862	0.12
Mr. Hwu, Shoou-Chyang	1,650,000	0.08
Ms. Chang, May-Yuan	380,000	0.02
Mr. Lin Wen-Chang)	1,189,000	0.06
Mr. Shen Shian-Ho	3,877,163	0.18
Subtotal	1,609,256,891	74.86
Total Shares in issue	2,149,765,464	100

12. In addition to the Shares that are held by the individuals and entities listed above, there are 540,508,573 publicly held shares representing approximately 25.14% of the Shares.

Proposed Sanction Process

13. After careful consideration, the Board has determined that the Scheme is desirable and that the implementation of the Scheme is in the best interests of the Company and its Shareholders. Accordingly, the Board unanimously approved the Scheme.
14. Under the Takeovers Code (as defined in the Scheme), persons deemed to be acting in concert with TSMT BVI in connection with the implementation of the Scheme who are also Scheme Shareholders shall not be counted (unless permitted by the Securities and Futures Commission of Hong Kong) for the purposes of satisfying the voting requirements of the Takeovers Code. The Scheme Shareholders who are parties acting in concert with TSMT BVI will not vote on the Scheme at the Court Meeting and all Independent Shareholders (as defined in the Scheme) will be entitled to vote at the Court Meeting.
15. The Company intends to make an application for directions herein for declarations and orders that, among other things:
 - a. the relevant class of shareholders affected by the Scheme are the Scheme Shareholders;
 - b. the Company be at liberty to convene a meeting of the Scheme Shareholders (the "Court Meeting") for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme;
 - c. directions as to the mode of delivery of an explanatory memorandum and proxy form to the Scheme Shareholders;
 - d. the appointment of a chairman of the Court Meeting and for the conduct of the Court Meeting generally; and,

- e. directions as to the treatment of Shares held by custodians, clearing houses and other nominees for the purposes of the "majority in number" calculation.

16. The resolution intended to be submitted at the Court Meeting is:

"THAT a scheme of arrangement dated 19 June 2014 (the "Scheme") between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to the meeting and, for the purpose of identification signed by the chairman of this Court Meeting, or in such other form and on such terms and conditions or may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved."

The Scheme Shareholders who are persons acting in concert with TSMT BVI in connection with the implementation of the Scheme (being Mr. Wu Kai-Yun, Mr. Wu Kai-Hsiung, Mr. Lun Wen-Ching, Ms. Wang Chia-Chen, Mr. Hwu, Shoou-Chyang, Ms. Chang May-Yuan, Mr. Lin Wen-Chang and Mr. Shen Shian-Ho) will not vote at the Court Meeting.

Reduction of Capital

17. Article 6 of the Articles of Association of the Company provides as follows:

"The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law."

18. The Company intends to convene an extraordinary general meeting to take place immediately after the Court Meeting at which it is intended to submit a special resolution to confirm the Reduction of Capital pursuant to the Scheme and an ordinary resolution to approve the Restoration of Capital as follows:

SPECIAL RESOLUTION

1. **THAT** for the purposes of giving effect to the scheme of arrangement dated 19 June 2014 (the "Scheme") between the Company and the holders of Scheme Shares (as defined in the Scheme), on the Effective Date (as defined in the Scheme):
 - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme); and
 - (ii) the directors of the Company be and are hereby authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.

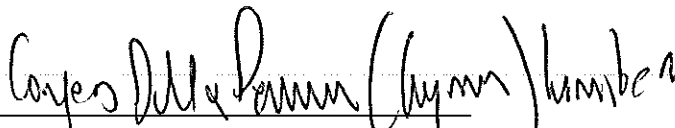
ORDINARY RESOLUTION

2. **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.

- (2) That the Reduction of Capital may be confirmed and that the above mentioned minute may be approved by the Court.
- (3) That the preparation of a list of creditors be dispensed with.
- (4) That, to this end, all necessary inquiries may be made and directions may be made and given.
- (5) Such further or other relief as the Court shall see fit.

And your Petitioner will ever pray etc.

Dated this 16th day of May 2014


Conyers Dill & Pearman (Cayman) Limited
Attorneys-at-Law for the Petitioner herein

NOTE: It is intended to serve this Petition on Regent Manner International Holdings Limited, at its registered office located at the offices of Codan Trust Company (Cayman) Limited, Box 2681, George Town, Cricket Square, Hutchins Drive, Grand Cayman, Cayman Islands, KY1-1111.

Notice of Hearing

This Petition, having been presented to the Court on the [•] day of [•], 2014, will be heard at the Law Courts, George Town, Grand Cayman on the day of , 2014 at a.m. or as soon thereafter as the Petition can be heard.

This Petition is presented by Conyers Dill & Pearman (Cayman) Limited, for and on behalf of the Petitioner, P. O. Box 2681, Cricket Square, Hutchins Drive, George Town, Grand Cayman, Cayman Islands, KY1-1111