NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY RESTRICTED JURISDICTIONS OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE TAKEOVER CODE AND THERE CAN BE NO CERTAINTY THAT ANY SUCH OFFER WILL BE MADE, OR OF THE TERMS ON WHICH ANY SUCH OFFER WOULD BE MADE.

HONG KONG EXCHANGES AND CLEARING LIMITED AND THE STOCK EXCHANGE OF HONG KONG LIMITED TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, 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 ANNOUNCEMENT.

#### For immediate release

13 November 2015

## **Regent Pacific Group Limited**

#### Possible Offer for Plethora Solutions Holdings plc

# Update announcement in relation to letters of intent received from each of Forest Nominees Limited and W B Nominees Limited

Further to the announcement on 10 November 2015 (the "**Announcement**") in relation to letters of intent received in relation the possible offer (the "**Possible Offer**") for Plethora Solutions Holdings plc ("**Plethora**", AIM: PLE) by Regent Pacific Group Limited ("**Regent**", Hong Kong Stock Code: 0575), Regent announces the following update.

In relation to the letter of intent provided by W B Nominees Limited in respect of 13,848,458 ordinary shares in Plethora, W B Nominees Limited is the nominee company of Walker Cripps Stockbrokers Limited and the letter of intent has been provided in respect of discretionary clients.

In relation to the letter of intent provided by Forest Nominees Limited, Forest Nominees Limited is the nominee company of Canaccord Genuity Wealth (International) Ltd ("Canaccord"). The letter of intent provided to Regent was previously in respect of 76,357,880 ordinary shares in Plethora, however Canaccord has notified Regent that it is the intention of the beneficial owners or controllers of 71,804,175 ordinary shares in Plethora to cast, or procure the casting of, all votes in respect of such ordinary shares in Plethora at any court meeting, general meeting or class meeting in connection with the Possible Offer in order to enable the Possible Offer to become effective. Please refer to the Appendix to this announcement for details of the beneficial owners or controllers of such shares.

4,553,705 ordinary shares in Plethora held by Forest Nominees Limited are held on behalf of beneficial owners or controllers on an execution or advisory only basis and these beneficial owners or controllers have neither delegated authority to Canaccord to vote on their behalf nor confirmed to Canaccord that they intend to vote in order to enable the Possible Offer to become effective. For this reason, Forest Nominees Limited has notified Regent that 4,553,705 ordinary shares in Plethora held by Forest Nominees Limited will no longer be subject to the letter of intent. Forest Nominees Limited has executed a new letter of intent to reflect this position.

As a result, in aggregate, Regent has received letters of intent in relation to 85,652,633 ordinary shares in Plethora representing approximately 10.40 per cent. of the current issued ordinary share capital of Plethora (as compared to 10.96 per cent. announced by Regent on 10 November 2015).

These letters of intent have been provided on the basis of the terms of the Possible Offer (including the exchange ratio) set out in the Announcement.

Capitalised terms used in this announcement have the meaning given to them in the Announcement.

## Information on Regent

The board of directors of Regent consists of James Mellon (Non-Executive Co-Chairman), Stephen Dattels (Non-Executive Co-Chairman), Jamie Gibson (Executive Director and Chief Executive Officer), David Comba (Independent Non-Executive Director), Julie Oates (Independent Non-Executive Director), Mark Searle (Independent Non-Executive Director) and Jayne Sutcliffe (Non-Executive Director).

### **Enquiries**

## Peel Hunt LLP (Financial Adviser to Regent)

+44 207 418 8900

Charles Batten

Oliver Jackson

## **Finsbury (Communications Adviser to Regent)**

London: Faeth Birch +44 (0) 20 7251 3801

Asia: Alastair Hetherington +852 3166 9888

This announcement is for information purposes only. It is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside the United Kingdom and Hong Kong may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

Peel Hunt LLP, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Regent and no one else in connection with the Possible Offer and will not be responsible to anyone other than Regent for providing the protections afforded to clients of Peel Hunt LLP or for providing advice in connection with the Possible Offer, the content of this announcement or any matter or arrangement referred to herein. Neither Peel Hunt LLP nor any of its subsidiaries, branches or affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt LLP in connection with this announcement, any statement contained herein or otherwise.

### Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <a href="https://www.thetakeoverpanel.org.uk">www.thetakeoverpanel.org.uk</a>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Takeover Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

## **Publication on Website**

A copy of this announcement will be made available at <a href="https://www.regentpac.com">www.regentpac.com</a> no later than 12:00 noon (London time) or 8.00 p.m. (Hong Kong time) on 13 November 2015 (being the business day following the date of this announcement). The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

## **APPENDIX**

# Further Information on Letter of Intent provided by Forest Nominees Limited

Name of beneficial owner / controller:	Number of shares:
Mr S Glover, his family and the connected Bay Holdings (Jersey) Limited and Stonewall Holdings Limited	3,640,000
Andre de Gruchy and the connected Delphinus Pension Fund Limited	30,000
Peter Watts and the connected Fernwood Court Limited	165,000
H H & Mrs E M Vernon	400,000
Miss S D Ballard	6,500
Mr A Simon & Mrs C A. Simon	50,000
Mr G Moustras	500,000
Mr G P Lovett	400,000
Mr I P Jones	800,000
Mr I R & Mrs L B Mackenzie	35,000
Mr J G Swaisland	40,000
Mr J Tracey	22,500
Mr M Hockey	15,000
Mr M J Newby	12,000,000
Mr M and Mrs C Gurney	146,000
Mr P & Mrs J L Lockwood	1,600
Mr P A & Mrs A Stone	200,000
Mr R I & Mrs A Steven	210,000
Mr W English	30,000
Mr W K S Lamond	22,000
Mrs C F Duncan	25,000
Mrs C Jackson	5,000
Mrs D P Lamond	62,500

Mrs L E Barr	180,000
Mrs L M and Mr S W Vidamour	15,000
Mrs L Vidamour	6,500
Mrs P J Carson & Mrs N K Davidson	20,000
Mrs P Stuart	50,000
Mrs S E Le Prevost	50,000
Ms S Carr	80,000
R & Mrs L J Wasteney	40,000
Mr R & Mrs P Dean and the connected Southdown Holdings Limited	48,806,575
Spencer Bourne and the connected Spencer Holdings Limited Ref: 70602	3,000,000
Mr Martin Henry	750,000