



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

17 November 2015

ANNOUNCEMENT

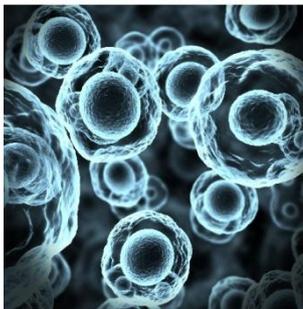
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THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS IN THE UNITED KINGDOM AND THERE CAN BE NO CERTAINTY THAT ANY SUCH OFFER WILL BE MADE, OR OF THE TERMS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

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REGENT PACIFIC GROUP LIMITED POSSIBLE OFFER FOR PLETHORA SOLUTIONS HOLDINGS PLC: OPENING POSITION DISCLOSURES

Please refer to the opening position disclosures made by Regent Pacific Group Limited (the “**Company**”) to the Panel on Takeovers and Mergers in the United Kingdom today, as well as announced in the United Kingdom, attached hereto as the Appendix. The opening position disclosures are made in relation to the Company’s possible securities exchange offer that it may make for all the issued and to be issued share capital of Plethora Solutions Holdings plc not already directly or indirectly owned by it, as announced by the Company on 4





November 2015.

The opening position disclosures are required to be made under Rule 8 of the City Code on Takeovers and Mergers in the United Kingdom.

On Behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Co-Chairman*)^{*}

Stephen Dattels (*Co-Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 17 November 2015



PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	Regent Pacific Group Limited
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Regent Pacific Group Limited
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	16 November 2015
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	YES – Plethora Solutions Holdings plc

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	US\$ 0.01 Ordinary Shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	-	-	-	-
(2) Cash-settled derivatives:	-	-	-	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	-	-	-	-
TOTAL:	-	-	-	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).



(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	-
Details, including nature of the rights concerned and relevant percentages:	-

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:			
The directors of Regent Pacific Group Limited and their concert parties have the following holdings in the securities of Regent Pacific Group Limited:			
Director	Held in Own Name, or Concert Party	Number of US\$0.01 Ordinary Shares	Notes
James Mellon	Own Name	154,986,181 (4.45%)	Held in own name.
	Own Name	257,919,051 (7.40%)	Held by Indigo Securities Limited (a company wholly owned by a settlement, of which James Mellon is a beneficiary).
	Own Name	117,902,083 (3.38%)	Held by Galloway Limited (a company wholly owned by a settlement, of which James Mellon is a beneficiary).
	Concert Party: Sir James Mellon (James Mellon's Father)	3,100,000 (0.09%)	Held by Sir James Mellon.
	Concert Party: Lady Philippa Mellon (James Mellon's Step-Mother)	1,200,000 (0.03%)	Held by Lady Philippa Mellon.
	Concert Party: Anthony Baillieu	200,000 (0.01%)	Held by Aldeburgh Pty Ltd. (the nominee owned by the family of Anthony Baillieu, through which shares and cash are held to individual family members' account (these shares being held in Anthony Baillieu's individual account)).
	Concert Party: Anderson Whamond (also acting in concert with Jayne Sutcliffe)	13,000,000 (0.37%)	Held by a pension fund via Pershing Nominees Limited, of which Anderson Whamond is the sole beneficiary.
		1,000,000 (0.03%)	Held by Olga Whamond (Anderson Whamond's spouse).
TOTAL		549,307,315 (15.76%)	



Jayne Sutcliffe	Own Name	17,160,465 (0.49%)	Held in own name.
	Own Name	27,965,226 (0.80%)	Held by a discretionary trust, under which Jayne Sutcliffe and members of her family may become beneficiaries.
TOTAL		45,125,691 (1.29%)	
Stephen Dattels	Own Name	284,266,097 (8.16%)	Held by a trust, under which Stephen Dattels is a discretionary beneficiary.
Jamie Gibson	Own Name	142,319,138 (4.08%)	Held in own name.
Julie Oates	Own Name	2,500,000 (0.07%)	Held for the beneficial interests jointly with Alan Oates (Julie Oates' spouse).
Mark Searle	Own Name	4,000,000 (0.11%)	Held in own name.
	Own Name	1,000,000 (0.03%)	Held by a self invested personal pension fund, of which Mark Searle is the sole beneficiary.
TOTAL		5,000,000 (0.14%)	

The directors of Regent Pacific Group Limited have the following rights to subscribe in the securities of Regent Pacific Group Limited:

Director	Number of US\$0.01 Ordinary Shares	Notes
James Mellon	13,000,000 (11.68%)	A share option under the Share Option Scheme (2002), which is exercisable at the price of HK\$1.152 per share during the period from 2 October 2008 to 1 October 2017.

Director	Number of US\$0.01 Ordinary Shares	Notes
Jamie Gibson	45,600,000 (40.98%)	A share option under the Share Option Scheme (2002), which is exercisable at the price of HK\$0.300 per share during the period from 4 April 2007 to 3 April 2016.
	13,000,000 (11.68%)	A share option under the Share Option Scheme (2002), which is exercisable at the price of HK\$1.152 per share during the period from 2 October 2008 to 1 October 2017.
TOTAL	58,600,000 (52.67%)	

Director	Number of US\$0.01 Ordinary Shares	Notes
David Comba	5,000,000 (4.49%)	A share option under the Share Option Scheme (2002), which is exercisable at the price of HK\$1.152 per share during the period from 2 October 2008 to 1 October 2017.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).



Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or**
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	17 November 2015
Contact name:	Stella Fung
Telephone number:	+852 2514 6188

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.



FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the “Code”)

1. KEY INFORMATION

(a) Full name of discloser:	Regent Pacific Group Limited
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Plethora Solutions Holdings plc
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	16 November 2015
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state “N/A”</i>	YES – Regent Pacific Group Limited

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	86,799,490	10.54	-	-
(2) Cash-settled derivatives:	-	-	-	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	-	-	-	-
TOTAL:	86,799,490	10.54	-	-



Class of relevant security:	Warrants 2019			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	12,649,745	12.50	-	-
(2) Cash-settled derivatives:	-	-	-	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	-	-	-	-
TOTAL:	12,649,745	12.50	-	-

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	-
Details, including nature of the rights concerned and relevant percentages:	-

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:			
The directors of Regent Pacific Group Limited and their concert parties have the following holdings in the securities of Plethora Solutions Holdings plc:			
Director	Held in Own Name, or Concert Party	Number of 1p Ordinary Shares	Notes
James Mellon	Own Name	63,944,045 (7.77%)	(Registered holder is Vidacos Nominees Limited)
	Own Name	1,250,000 (0.15%)	Held by Jim Mellon Retirement Account. (Registered holder is Pershing Nominees Limited)
	Concert Party: Galloway Limited	82,414,726 (10.01%)	A company wholly owned by a settlement, of which James Mellon is a beneficiary. (Registered holders are: Vidacos Nominees Limited (69,414,726) and Pershing Nominees Limited (13,000,000))



	Concert Party: ARBB AG (in liquidation)	1,600,000 (0.19%)	James Mellon is a 40.91 per cent. indirect shareholder. (Registered holder is Lynchwood Nominees Limited)
	Concert Party: Port Erin Biopharma Investments Limited	7,750,000 (0.94%)	James Mellon is a 29 per cent. shareholder and the chairman of Port Erin Biopharma Investments Limited. (Registered holder is NY Nominees Limited)
	Concert Party: Gregory Bailey	555,600 (0.07%)	Held in own name.
TOTAL		157,514,371 (19.13%)	

Director	Held in Own Name, or Concert Party	Number of 1p Ordinary Shares	Notes
Mark Searle	Own Name	300,000 (0.04%)	Held in own name.
	Own Name	1,000,000 (0.12%)	Held by Mark Searle's Self Invested Personal Pension, of which Mark Searle is the sole beneficiary.
	Own Name	400,000 (0.05%)	Held by Juliet Mary Druce Searle (Mark Searle's spouse).
TOTAL		1,700,000 (0.21%)	

The directors of Regent Pacific Group Limited and their concert parties have the following rights to subscribe in the securities of Plethora Solutions Holdings plc:

Director	Held in Own Name, or Concert Party	Number of 1p Ordinary Shares	Notes
James Mellon	Own Name	1,000,000 (1.85%)	Entitlement under the Long Term Incentive Plan of Plethora Solutions Holdings plc, under which shares will be granted on a change of control of Plethora Solutions Holdings plc.
	Concert Party: Gregory Bailey	1,000,000 (1.85%)	Entitlement under the Long Term Incentive Plan of Plethora Solutions Holdings plc, under which shares will be granted on a change of control of Plethora Solutions Holdings plc.
TOTAL		2,000,000 (3.69%)	

Director	Held in Own Name, or Concert Party	Number of 1p Ordinary Shares	Notes
Jamie Gibson	Own Name	35,000,000 (64.58%)	Entitlement under the Long Term Incentive Plan of Plethora Solutions Holdings plc, under which shares will be granted on a change of control of Plethora Solutions Holdings plc.



James Mellon, a director of Regent Pacific Group Limited, has the following relevant securities in Plethora Solutions Holdings plc:

Party	Number of Convertible Loan Notes 2020	Notes
James Mellon	17,000,000 (100.00%)	Convertible loan in the amount of £340,000, repayable on 31 March 2020, with an option to elect for this loan to be repaid in shares in Plethora Solutions Holdings plc at 2 pence.

Galloway Limited, a concert party of Regent Pacific Group Limited via James Mellon, has the following relevant securities in Plethora Solutions Holdings plc:

Party	Number of Galloway Warrants 2023	Notes
Galloway Limited	54,118,431 (100.00%)	Warrants to subscribe for 5 per cent. of the fully diluted share capital of Plethora Solutions Holdings plc, excisable at 1.25 pence on or before 31 March 2023. A company wholly owned by a settlement, of which James Mellon is a beneficiary.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None



(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	17 November 2015
Contact name:	Stella Fung
Telephone number:	+852 2514 6188

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