

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

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.

THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.6 OF THE CODE. IT DOES NOT REPRESENT A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THIS STATEMENT IS BEING MADE BY PLETHORA WITH THE PRIOR AGREEMENT OF REGENT AND THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE NOR, IF AN OFFER IS MADE, AS TO THE PRICE OR OTHER TERMS ON WHICH ANY OFFER MIGHT BE MADE.

1 December 2015

**Plethora Solutions Holdings plc ("Plethora")**

and

**Regent Pacific Group Limited ("Regent")**

**Statement re Rule 2.6 Extension**

On 4 November 2015, Plethora (AIM: PLE) and Regent (Hong Kong Stock Code: 0575) jointly announced that they had reached agreement in principle on the key terms of a possible share exchange offer to be made by Regent for all the issued and to be issued share capital of Plethora not already directly or indirectly owned by Regent.

In accordance with Rule 2.4(c) of the City Code on Takeovers and Mergers (the "**Code**"), Regent was required, pursuant to Rule 2.6(a) of the Code, by 5:00 p.m. on 2 December 2015 (the "**relevant deadline**"), to either (i) announce a firm intention to make an offer for Plethora in accordance with Rule 2.7 of the Code or (ii) announce that it does not intend to make an offer for Plethora.

In accordance with Rule 2.6(c) of the Code, at the request of the Independent Director of Plethora, the Panel on Takeovers & Mergers (the "**Panel**") has consented to an extension of the relevant deadline, until 5:00 p.m. on 16 December 2015 to enable the parties to conclude their ongoing discussions. By this time Regent must either announce a firm intention to make an offer for Plethora or announce that it does not intend to make an offer for Plethora, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This new deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on Plethora's website (<http://www.plethorasolutions.co.uk/news.php>).

Further announcements will be made as and when appropriate.

**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:**

**Plethora**

Michael G Wyllie, Chief Scientific Officer

Tel: +44 203 077 5400

**Herax Partners LLP (Financial Adviser to Plethora)**

John Mellett

Tel: +44 207 399 1680

Angus MacPherson

**finnCap (Plethora Nomad and Broker)**

Geoff Nash

Tel: +44 207 220 0500

(Corporate Finance)

Grant Bergman

**Citigate Dewe Rogerson (Communications Adviser to Plethora)**

David Dible

Tel: +44 207 638 9571

Sylvie Berrebi

**Peel Hunt LLP (Financial Adviser to Regent)**

Charles Batten

Tel: +44 207 418 8900

Oliver Jackson

**Finsbury Asia Limited (Communications Adviser to Regent)**

London: Faeth Birch

Tel: +44 207 251 3801

Asia: Alastair Hetherington

Tel: +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.

Herax Partners LLP, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Plethora and no one else in connection with the Possible Offer and will not be responsible to anyone other than Plethora for providing the protections afforded to clients of Herax Partners 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 Herax

Partners 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 Herax Partners 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 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3:30 p.m. (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 p.m. (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 [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), 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 [www.plethorasolutions.co.uk](http://www.plethorasolutions.co.uk) no later than 12:00 noon (London time) or 8:00 p.m. (Hong Kong time) on 2 December 2015 (being the business day following the date of this announcement). A copy of this announcement will be made available as soon as possible at [www.regentpac.com](http://www.regentpac.com). The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

### **No profit forecasts or estimates**

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for

Regent for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Regent, as appropriate.

### **Forward looking statements**

This announcement, including information included or incorporated by reference in this announcement, may contain certain "forward looking statements" regarding the financial position, business strategy or plans for future operations of Regent and Plethora. All statements other than statements of historical fact included in any document may be forward looking statements. Forward looking statements also often use words such as "believe", "expect", "estimate", "intend", "anticipate" and words of a similar meaning. By their nature, forward looking statements involve risk and uncertainty that could cause actual results to differ materially from those suggested by them. Much of the risk and uncertainty relates to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this announcement. Neither Regent nor any of its associates or directors, officers, employees, managers, agents, representatives, partners, members, consultants or advisers: (i) provide any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements will actually occur; nor (ii) assume any obligation to, and do not intend to, revise or update these forward looking statements, except as required pursuant to applicable law.