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**JOINT STATEMENT
REGARDING A POSSIBLE OFFER FOR
PLETHORA SOLUTIONS HOLDINGS PLC
("PLETHORA")
BY REGENT PACIFIC GROUP LIMITED ("REGENT PACIFIC")**

Agreement in principle on possible share exchange offer

The Boards of Plethora (AIM: PLE) and Regent Pacific (Hong Kong Stock Code: 0575) jointly announce that they have reached agreement in principle on the key terms of a possible share exchange offer to be made by Regent Pacific for all the issued and to be issued share capital of Plethora not already directly or indirectly owned by Regent Pacific (the "**Possible Offer**").

Regent Pacific and its concert parties together already hold 29.88 per cent. of Plethora's issued ordinary share capital. Furthermore, James Mellon is the Non-Executive Chairman of Plethora and Non-Executive Co-Chairman of Regent Pacific, and Jamie Gibson is the Chief Executive Officer and an Executive Director of both Plethora and Regent Pacific.

Terms of Possible Offer

Under the terms of the Possible Offer, each Plethora Shareholder (other than Regent Pacific) will receive 15.7076 new Regent Pacific shares for each Plethora share. On the basis of the closing price of a Regent Pacific share of HK\$0.095 on 3 November 2015 (being the last business day prior to the publication of this announcement, which has commenced an offer period with respect to Plethora), the Possible Offer represents an indicative value for each Plethora share of 12.5 pence and values the entire issued ordinary share capital of Plethora at approximately £102.9 million and values the fully diluted share capital (excluding the out-of-money outstanding options and warrants) at approximately £122.6 million. The Possible Offer represents an indicative premium of approximately:

- 38.9 per cent. to the last equity offer by Plethora which was priced at 9 pence per Plethora share on 29 August 2014;
- 354.5 per cent. to the closing price per Plethora share of 2.75 pence on 3 November 2015 (being the last business day prior to publication of this announcement); and
- 311.7 per cent. to the 30 day volume-weighted average price of Plethora shares of 3.04 pence for the period from 4 October 2015 to 3 November 2015 (being the last business day prior to the publication of this announcement).

Regent Pacific believes the proposed transaction offers compelling strategic and financial rationale

The Regent Pacific Board believes that the proposed acquisition of Plethora will add a high quality asset to Regent Pacific, which will serve as a key platform for growth in line with its strategic objective to pursue strategic and value-led investments in the healthcare and life sciences sectors. The proposed acquisition would give Regent Pacific an increased investment in Plethora's principal product PSD502™, a treatment for premature ejaculation, which represents an attractive investment ahead of its full commercialisation. PSD502™ is a European Medicines Agency approved prescription treatment in the European Union and preparations by Plethora for a New Drug Application to the US Food and Drug Administration are advancing well.

The Regent Pacific Board believes that the Possible Offer will deliver significant benefits to Plethora and the shareholders of the combined group, including the following:

Improved product launch opportunity

- the Possible Offer will allow the management team to focus on the successful commercialisation of PSD502™ as quickly as possible, in particular in the remaining key markets of the U.S., Latin America and Asia Pacific regions. Regent Pacific believes that Asia Pacific is likely to become a key component to the eventual marketing and distribution strategy for PSD502™ and Regent Pacific's Hong Kong office will provide an excellent base from which to manage the controlled launch of the product following receipt of relevant regulatory approvals. PSD502™ is likely to be introduced in Europe initially, as it has already secured European Medicines Agency approval;
- a single aligned management team, with deep knowledge of the industry and product, will be created by the Possible Offer. Led by Jamie Gibson (currently Chief Executive Officer of both Regent Pacific and Plethora), the Group will combine Plethora's scientific expertise, under Michael G Wyllie's leadership, with Regent Pacific's corporate, management and commercial skills; and
- net cash and unpledged listed equity securities balance available to Regent Pacific will assist Plethora with the commercialisation of PSD502™ in the medium term and reduce the uncertainty for Plethora as to the availability of capital in this period;

Primary listing with greater liquidity

- the Possible Offer will provide Plethora shareholders with a premium Hong Kong Main Board listing and is therefore expected to foster greater liquidity for the stock.

If the Possible Offer completes, it is intended that Michael G Wyllie will initially join Regent Pacific as a member of senior management, remaining in his role as Chief Scientific Officer of Plethora, and then join the Regent Pacific Board as an executive director at a later date.

Commenting on the proposed transaction, James Mellon, Non-Executive Co-Chairman of Regent Pacific, said:

"This Possible Offer is about optimising growth and realising the potential of an innovative product that can address a known medical condition affecting almost one in four men. With increased investment and commercial innovation, we see huge scope for the product initially in Europe where it has approval, and in the important U.S. market and in the fast growing Asian market in due course.

We view the Possible Offer as taking account of PSD502™'s prospects, while also providing a compelling premium of more than 38 per cent. to the price at which Plethora last issued shares in August 2014 and we believe it will create significantly more future value than Plethora could achieve independently.”

Independent Plethora Director's intention to recommend the Possible Offer

As a result of the Plethora directors' other directorships and shareholdings (including those of their associated parties), Michael G Wyllie is the sole Independent Director of Plethora for the purposes of the Possible Offer (the “**Independent Plethora Director**”).

In his role as the Independent Plethora Director, Michael G Wyllie has indicated to Regent Pacific that he would be prepared to recommend the Possible Offer to Plethora shareholders subject to his fiduciary duties.

Whilst there can be no certainty that the Possible Offer will be made, Regent Pacific and Plethora are committed to working towards a recommended offer.

Update on financial position of Plethora and reasons for Independent Plethora Director's current intention to recommend the Possible Offer

At the time of the Plethora interim announcement on 28 August 2015, Plethora stated it had a cash balance as at 30 June 2015 of £2.8 million (or approximately HK\$33.4 million). As at 30 October 2015, the financial records of Plethora stated that the cash balance was approximately £1 million (or approximately HK\$11 million). Current Plethora expectations are that commercial operations under its current operating plans will face a significant negative impact in January 2016 in the absence of further funding being available to Plethora.

Therefore, in order to continue to develop and commercialise PSD502™, Plethora requires substantial further funding in the near future. It is not desirable to significantly delay any planned expenditure in key areas which support the development and commercialisation of PSD502™, such as manufacturing of the reduced fill can or research and development expenses associated with the New Drug Application approval with the Food and Drug Administration. Such action may well have adverse consequences, particularly as regards the intended launch date of the commercialisation of PSD502™ in the European Union, which would delay the receipt of licencing income from the agreement with Recordati S.p.A.

The Independent Plethora Director believes that the Possible Offer will reduce any current uncertainty surrounding a materially dilutive share issue by Plethora. The Possible Offer provides certainty over access to further funding which is highly desirable given Plethora's unsatisfactory current financial position.

Conditions to any firm intention offer announcement

Any formal or firm offer by Regent Pacific is likely to be classified as a very substantial and connected acquisition for Regent Pacific under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and Regent Pacific will comply with the disclosure, reporting and approval requirements of the Hong Kong Listing Rules. These requirements will include, *inter alia*, approval of any offer by independent Regent Pacific shareholders at a duly convened Regent Pacific shareholders' meeting.

The current expectation is that the Possible Offer will be implemented by way of a scheme of arrangement under the Companies Act 2006.

Any formal or firm offer by Regent Pacific will be subject to other conditions which are customary for an offer of this nature.

Reservations Relating to the Possible Offer

Regent Pacific reserves the right to introduce other forms of consideration and/or vary the mix of consideration of any offer. Regent Pacific also reserves the right to make an offer at any time on less favourable terms:

- with the agreement or recommendation of the Independent Plethora Director;
- if and to the extent that Plethora declares, makes or pays any dividend or other return of capital to its shareholders, with a £ for £ adjustment reduction equal to the amount of such dividend or return of capital;
- if a third party announces a firm intention to make an offer for Plethora at a lower value than Regent Pacific's offer; or
- following the announcement by Plethora of a whitewash transaction under the Takeover Code.

Other

This announcement does not amount to a firm intention to make an offer under Rule 2.7 of the Takeover Code. There can be no certainty that an offer will be forthcoming, or of the terms on which any offer might be made. Accordingly, shareholders are advised to take no action at this time. Further announcements will be made as appropriate.

In accordance with Rule 2.6(a) of the Takeover Code, Regent Pacific must, by not later than 5.00 pm on 2 December 2015, either announce a firm intention to make an offer for Plethora in accordance with Rule 2.7 of the Takeover Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Takeover Code applies. This deadline will only be extended with the consent of the Panel on Takeovers and Mergers in accordance with Rule 2.6(c) of the Takeover Code.

This announcement is made in compliance with Regent Pacific's disclosure obligations under Rule 13.09 of the Hong Kong Listing Rules and, save as disclosed in this announcement, the Board of Regent Pacific is not aware of any information which must be announced to avoid a false market in Regent Pacific's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong.

Rule 2.10 of the Takeover Code

In accordance with Rule 2.10 of the Takeover Code, Plethora announces that as at the date of this announcement it has 823,297,686 ordinary shares of £0.01 each in issue with ISIN GB00B06GL868. Plethora's ordinary shares are listed on the Alternative Investment Market of the London Stock Exchange ("AIM"). Regent Pacific announces that as at the date of this announcement it has 3,485,730,523 ordinary shares of US\$0.01 each in issue with ISIN KYG7478U1040. Regent Pacific's ordinary shares are listed on The Stock Exchange of Hong Kong Limited.

Information on Plethora

Plethora is a UK-based speciality pharmaceutical company dedicated to the development and marketing of products for the treatment and management of urological disorders. Plethora's shares are quoted on AIM.

Plethora's principal product is PSD502™, which is a prescription treatment for male premature ejaculation that obtained marketing authorisation from the European Commission in November 2013.

For the six months ended 30 June 2015, Plethora made a loss of £493,000 (or approximately HK\$5.9 million) and had a cash balance as at 30 June 2015 of £2.8 million (or approximately HK\$33.4 million). As at 30 October 2015, the financial records of Plethora stated that the cash balance was approximately £1 million (or approximately HK\$11 million).

The board of directors of Plethora consists of James Mellon (Non-Executive Chairman), Jamie Gibson (Executive Director and Chief Executive Officer), Michael G Wyllie (Chief Scientific Officer), Greg Bailey (Non-Executive Director) and Anthony Baillieu (Non-Executive Director).

Information on Regent Pacific

Regent Pacific is a diversified investment group currently holding various corporate and strategic investments across the healthcare and life science sectors, which has become its core focus, as well as legacy investments in the natural resources sector. Earlier in 2015, Regent Pacific disposed of a majority of its interest in Binary Holdings Ltd., and, where possible and practicable, intends to sell its remaining non-healthcare and life science assets during the remainder of 2015 and focus all its attentions on its new healthcare and life science strategy. Regent Pacific has generated average cash returns over the term of investment of nearly two times on material investment disposals (where Regent Pacific's investment was US\$1 million (or approximately HK\$7.8 million) or more) over the last 6.5 years.

For the six months ended 30 June 2015, Regent Pacific recorded a net profit of US\$0.1 million (or approximately HK\$1.0 million) and as of 30 June 2015 had net assets exceeding US\$49.1 million (or approximately HK\$381.2 million). As at 2 November 2015, Regent Pacific had a net cash and unpledged listed equity securities balance of US\$13.7 million (equivalent to £8.9 million or approximately HK\$106.2 million).

Regent Pacific is a limited liability company incorporated under the laws of the Cayman Islands whose shares are listed on The Stock Exchange of Hong Kong Limited and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange. Regent Pacific's headquarters are in Hong Kong and the Regent Pacific Group (including subsidiaries but excluding associates) employed 19 employees at 30 June 2015.

The board of directors of Regent Pacific 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).

As a result of other directorships and shareholdings (including those of their associated parties), David Comba and Julie Oates constitute the independent board committee of Regent Pacific for the purposes of the Possible Offer.

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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 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 no later than 12:00 noon (London time) or 8.00p.m. (Hong Kong time) on 5 November 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. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

Exchange Rate

Unless otherwise stated, the £/HK\$, £/US\$ and US\$/HK\$ exchange rates used are the rates displayed on Bloomberg of 11.94, 1.54 and 7.75 respectively as at 5.00 p.m. (London time) on 3 November 2015, being the last business day prior to the date 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 Pacific for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Regent Pacific, 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 Pacific 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 Pacific 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.