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**Recommended offer for Plethora Solutions Holdings plc (“Plethora”)**

by

**Regent Pacific Group Limited (“Regent Pacific”)**

**to be effected by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

11 January 2016

**Timetable for posting the Scheme Document and Hong Kong Circular**

On 15 December 2015, Plethora (AIM: PLE) and Regent Pacific (Hong Kong Stock Code: 0575) jointly announced a recommended offer, in accordance with rule 2.7 of the City Code on Takeovers and Mergers (the “**Code**”), made by Regent Pacific for all the issued and to be issued share capital of Plethora not already owned by Regent Pacific and to be effected by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). Also on 15 December 2015, Regent Pacific released a very substantial and connected acquisition announcement in respect of the Scheme (the “**HK VSA Announcement**”).

As a result of a combination of the UK court timetable and the necessary logistics to satisfy certain Hong Kong legal and regulatory requirements, the parties have sought an extension to the standard Code deadline for posting the Scheme Document, which would otherwise fall on 12 January 2016 (being 28 days from the recommended offer announcement). 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 30 January 2016.

Regent Pacific had also stated in the HK VSA Announcement that its very substantial and connected acquisition circular (the “**Circular**”) containing, among other things, further details of the Scheme, and notice of extraordinary general meeting, will be dispatched to its shareholders within 28 days of the HK VSA Announcement, also being 12 January 2016. For the same reasons given above in respect of the Scheme Document, it is now expected that the dispatch of the Circular will be postponed to within the extended deadline of the Scheme Document of 30 January 2016.

It is still expected that the Scheme will become effective in Q1 2016. A further overview of the expected timetable or principal events will be included in the Scheme Document and the Circular.

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>).

**Enquiries:**

**Plethora**

Michael G Wyllie, Chief Scientific Officer

Tel: +44 203 077 5400

**Herax Partners LLP (Rule 3 Financial Adviser to Plethora)**

John Mellett

Tel: +44 207 399 1680

Angus MacPherson

**finnCap (Plethora Nomad and Broker)**

Tel: +44 207 220 0500

Geoff Nash

(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

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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 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 12 January 2016 (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.

## **Directors**

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).

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