



Regent Pacific Group Limited

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

2 March 2016

ANNOUNCEMENT

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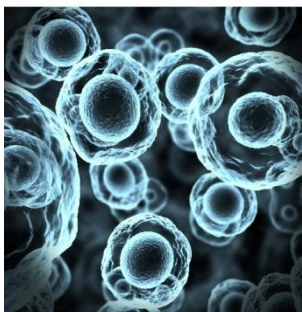
POLL RESULTS AT EXTRAORDINARY GENERAL MEETING AND RESULTS OF PLETHORA MEETINGS

SUMMARY

Ordinary Resolutions numbered 1 and 2 relating to the Transaction proposed at the Extraordinary General Meeting, as set out in the EGM Notice, were duly passed by way of poll. The poll results are set out in detail in this announcement.

The Board is also pleased to announce that, at the Plethora Meetings held earlier today in the United Kingdom in connection with the Transaction, Plethora Shareholders voted to: (i) approve the Scheme by the necessary majority, at the Plethora Court Meeting; and (ii) pass the Special Resolution in connection with the amendment of Plethora's articles of association and the implementation of the Scheme, at the Plethora General Meeting.

Completion of the Transaction is still subject to satisfaction of certain conditions, including sanction by the UK Court. An indicative timetable of the remaining key items in respect of the Transaction is set out in this announcement.





On 15 December 2015, Regent Pacific Group Limited (the “**Company**”) and Plethora Solutions Holdings plc (“**Plethora**”) jointly announced in the United Kingdom a recommended offer, in accordance with Rule 2.7 of the City Code on Takeovers and Mergers of the United Kingdom, made by the Company for all the issued and to be issued share capital of Plethora not already owned by it (the “**Transaction**”). As outlined in that announcement, the Transaction is to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). Also on 15 December 2015, the Company announced the Transaction in Hong Kong by way of its very substantial and connected acquisition announcement. The Scheme Document relating to the Transaction, together with the associated forms of proxy, was posted in the United Kingdom on 4 February 2016, and the Company published a very substantial and connected acquisition circular (the “**Circular**”) on the same day. Completion of the Transaction is subject to, among other conditions, approval by the Independent Shareholders (as defined in the Circular) at the Company’s extraordinary general meeting held on Wednesday, 2 March 2016 at 11:00 am (the “**Extraordinary General Meeting**” or the “**Meeting**”), together with the requisite approvals to be obtained at the Plethora Meetings (as defined in the Circular) also held on Wednesday, 2 March 2016 in the United Kingdom.

Capitalised terms used in this announcement shall, unless the context otherwise requires, have the same meaning given to them in the Circular.

Poll results

The directors (the “**Directors**” or the “**Board**”) of the Company are pleased to announce that Ordinary Resolutions numbered 1 and 2 relating to the Transaction proposed at the Extraordinary General Meeting, as set out in the notice of the Meeting dated 4 February 2016 (the “**EGM Notice**”), were duly passed.

Having given an explanation to the shareholders on the detailed procedures for conducting a poll, the chairman of the Meeting, according to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”), demanded a poll on Ordinary Resolutions numbered 1 and 2 proposed at the Extraordinary General Meeting, which were duly passed by the following votes:



		Number of votes (approximate % of total votes cast at the Meeting)					
		For		Against		Total	
Ordinary Resolutions							
(1)	To approve the Transaction and the related issues, including the issue and allotment of the Consideration Shares (as defined and detailed in the EGM Notice).	296,387,764	(98.89%)	3,320,000	(1.11%)	299,707,764	(100.00%)
(2)	To approve the increase in the authorised share capital of the Company (as detailed in the Circular and the EGM Notice).	296,387,764	(98.89%)	3,320,000	(1.11%)	299,707,764	(100.00%)

As at the date of the Meeting, the Company's total issued voting share capital consists of 3,485,730,523 ordinary shares.

As noted in the Circular, given their interests held in the Transaction, (i) James Mellon, Jayne Sutcliffe, Jamie Gibson and Mark Searle, all being Directors of the Company; and (ii) Anderson Whamond, Anthony Baillieu and Greg Bailey, and, in each case, their respective associates, were required to abstain from voting in respect of the resolutions proposed at the Extraordinary General Meeting regarding the Transaction. Each of them has confirmed to the Company before the Meeting that they would abstain from voting in respect of the resolutions proposed at the Extraordinary General Meeting regarding the Transaction.

Save for the above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each counterparty to the Transaction and their respective beneficial owner(s) and associate(s) is a third party independent of the Company and is not a connected person of the Group. Accordingly, no other Shareholders should be required to abstain from voting at the Extraordinary General Meeting in respect of any of the proposed resolutions regarding the Transaction.

Accordingly, shareholders please note that:

1. An aggregate of 741,752,144 issued shares, representing approximately 21.28 per cent of the Company's total issued share capital, being: (i) 535,107,315 shares (approximately 15.35 per cent) held by James Mellon and his associates; (ii) 45,125,691 shares (approximately 1.29 per cent) held by Jayne Sutcliffe and her associate; (iii) 142,319,138 shares (approximately 4.08 per cent) held by Jamie Gibson in his own name; (iv) 5,000,000 shares (approximately 0.14 per cent) held by Mark Searle and his associate; (v) 14,000,000 shares (approximately 0.40 per cent) held by Anderson Whamond and his associates; and (vi) 200,000 shares (approximately 0.0057 per cent) held by Anthony



Baillieu through a nominee company owned by his family but to his own individual account, were required under Chapter 14A of the HK Listing Rules to abstain from voting in respect of the proposed resolutions at the Meeting regarding the Transaction;

2. Greg Bailey does not hold any shares in the Company;
3. Apart from the shareholders referred to in (1) and (2) above, no other shareholders were required, under Rule 13.40 of the HK Listing Rules or otherwise, to abstain from voting in favour of any of the proposed resolutions at the Meeting;
4. Apart from the shareholders referred to in (1) and (2) above, the Company did not receive any intention from shareholders, which would otherwise have been stated in the Circular, to vote against any of the proposed resolutions or to abstain from voting in respect of any of the proposed resolutions at the Meeting;
5. An aggregate of 2,743,978,379 issued shares, representing approximately 78.72 per cent of the Company's total issued share capital, entitled their holders to attend and vote at the Meeting; and
6. There were no restrictions on any shareholders to cast their votes either only in favour of or only against any of the proposed resolutions at the Meeting.

Tricor Tengis Limited, the Company's Branch Share Registrars in Hong Kong, was appointed as the scrutineers for the vote-taking in respect of the poll at the Meeting.

Due to other business commitments, James Mellon and Stephen Dattels (the Co-Chairmen of the Board) were unable to attend and chair the Extraordinary General Meeting. They have sent their apologies and have, in accordance with Code Provision E.1.2 of The Corporate Governance Code, appointed Jamie Gibson (the Executive Director and Chief Executive Officer) to take the chair of the Meeting.

Results of Plethora Meetings – 2 March 2016

The Board is also pleased to announce that, at the Plethora Meetings held earlier today in the United Kingdom in connection with the Transaction, Plethora Shareholders voted to:

- approve the Scheme by the necessary majority, at the Plethora Court Meeting; and
- pass the Special Resolution in connection with the amendment of Plethora's articles of association and the implementation of the Scheme, at the Plethora General Meeting.



Details of these resolutions passed are set out in the notices of the Plethora Court Meeting and Plethora General Meeting contained in the Scheme Document dated 4 February 2016 sent or made available to Plethora Shareholders, which document is available on the Company's website www.regentpac.com and Plethora's website at www.plethorasolutions.co.uk. The results of the poll at both Plethora Meetings is set out in Plethora's announcement made in the United Kingdom at the same time as this announcement.

Expected timetable of principal events of the Transaction

Completion of the Transaction remains subject to satisfaction or (if capable of waiver) waiver of the other conditions set out in the Circular including, *inter alia*, the sanction by the UK Court of the Scheme at the Scheme Court Hearing, which is expected to take place on 8 March 2016. Subject to the Scheme receiving the sanction of the UK Court on that date, the Scheme is expected to become Effective on 9 March 2016.

Set out below is an indicative timetable of the remaining key items in respect of the Transaction. **The timetable is subject to change due to various factors, such as regulatory approvals, market conditions and commercial decisions. The Company will notify the Shareholders of any material change to the expected timetable as and when appropriate.**



7 March 2016	Last day of dealings in, and for registration of transfers and disablement in CREST of, Plethora Shares
7 March 2016 (6:00 p.m., UK time)	Scheme Record Time
8 March 2016 (7:30 a.m., UK time)	Dealings in Plethora Shares suspended
8 March 2016	Hearing of the UK Court to sanction the Scheme
9 March 2016	Expected Effective Date of the Scheme
9 March 2016	Consideration Shares to be issued
10 March 2016* (9:00 a.m., Hong Kong time, 1:00 a.m., UK time)	Admission of the Consideration Shares to the Hong Kong Main Board and commencement of dealings in Consideration Shares on the Exchange
11 March 2016	Cancellation of admission to trading on AIM of, and cessation of dealings in, Plethora Shares
on or by 23 March 2016	Latest date of despatch of share certificates for the Consideration Shares
30 September 2016**	Long Stop Date, being the date by which the Scheme must be implemented



* *The dates and times above are indicative only and will depend, inter alia, on the date on which: (i) the conditions are either satisfied or waived (to the extent they are capable of being waived); (ii) the UK Court sanctions the Scheme; and (iii) the copy of the Scheme Court Order is delivered to the Registrar of Companies. If any of the expected dates or times change, the Company will give adequate notice of any change by issuing an announcement or announcements, as the case may require. Please also refer to the risk factor entitled "Potential delay in trading Consideration Shares" in the "Risk Factors" in the Circular in relation to the practical requirements and timing considerations before Scheme Shareholders can in practice begin trading Consideration Shares on the Exchange, which may be four weeks or longer following this date.*

** *This date may be extended to such date as the Company and Plethora may agree and, if required, the UK Takeover Panel and the UK Court may allow.*

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, 2 March 2016