



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

7 April 2017

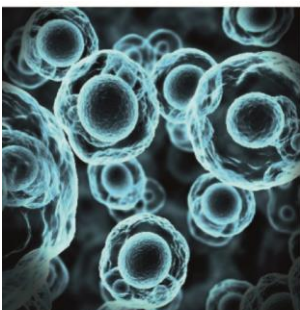
ANNOUNCEMENT



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COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

PLACING AGENT



 BOC INTERNATIONAL

SUMMARY

The Board is pleased to announce that all conditions of the Placing and Subscription have been fulfilled and that, in accordance with the terms of the Placing and Subscription Agreement, the Placing was completed on 3 April 2017 and the Subscription was completed on 7 April 2017, respectively.

Reference is made to the announcement of the Company dated 29 March 2017 in respect of the Placing of existing Shares and top-up Subscription of new Shares under the General Mandate (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING AND SUBSCRIPTION

The Board is pleased to announce that, all conditions of the Placing and Subscription have been fulfilled and that, in accordance with the terms of the Placing and Subscription Agreement, the Placing was completed on 3 April 2017 and the Subscription was completed on 7 April 2017, respectively.

An aggregate of 100,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six independent placees at the Placing Price of HK\$0.405 per Placing Share pursuant to the terms and conditions of the Placing and Subscription Agreement.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the placees and their ultimate beneficial owners are third parties: (i) independent of and not acting in concert with the Vendor or any of his associates; (ii) independent of and not connected with the Company or any of its subsidiaries or the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates; and (iii) who are not, and who have not become after completion of the Placing, a substantial shareholder or other connected person of the Company.

As all conditions of the Subscription have been fulfilled, the Subscription was completed on 7 April 2017 in accordance with the terms of the Placing and Subscription Agreement, whereby 100,000,000 Subscription Shares, representing the same number of Placing Shares actually placed under the Placing, were allotted and issued to the Vendor at the Subscription Price of HK\$0.405 per Subscription Share, which was equivalent to the price per Placing Share.

The net proceeds received by the Company from the Subscription, after deducting related Placing commission, professional fees and all related expenses, are approximately HK\$38.43 million (or approximately US\$4.93 million). As disclosed in the Announcement, the net proceeds from the Subscription will be used to: (i) fund the New Drug Application process with the FDA and the continued commercial manufacturing scale up of Fortacin™; (ii) fund the build out of the Group's healthcare and life sciences platform by investing in further identified and unidentified investments in the sector; and, in respect of the balance (iii) provide general working capital for the Group.

EFFECTS ON SHAREHOLDING STRUCTURE

To the best knowledge and belief of the Directors and based on the information set out in the disclosure of interests notices filed with the Exchange, the shareholding structure of the Company: (a) as at the date of the Announcement; (b) immediately after completion of the Placing, but before the completion of the Subscription; and (c) immediately after completion of the Subscription, are as set out below:

	As at the date of the Announcement		Immediately after the completion of the Placing, but before the completion of the Subscription		Immediately after the completion of the Subscription	
	Shares	%	Shares	%	Shares	%
James Mellon (Note 1)	387,386,211	22.30%	287,386,211	16.54%	387,386,211	21.09%
The Declared Concert Party Group (Note 2)	393,298,779	22.64%	293,298,779	16.88%	393,298,779	21.41%
All Directors and the Declared Concert Party Group (Note 3)	466,677,584	26.86%	366,677,584	21.11%	466,677,584	25.40%
Public Shareholders:						
The Placees (Note 4)	Nil	Nil	100,000,000	5.76%	100,000,000	5.44%
The other public Shareholders	1,270,573,598	73.14%	1,270,573,598	73.14%	1,270,573,598	69.16%

Notes:

- (1) As at the date of the Announcement, 287,670,459 Shares were held by James Mellon, and 99,715,752 Shares were held by companies indirectly wholly owned by James Mellon.

Subsequent to the date of the Announcement and on 30 March 2017, 73,923,847 Shares were transferred from a company indirectly wholly owned by James Mellon to James Mellon. At all relevant times, James Mellon was and remains the sole beneficial owner of the shares in question.

Accordingly, as at the date of this announcement and upon completion of the Subscription, 361,594,306 Shares are held by James Mellon as beneficial owner and 25,791,905 Shares are held by a company indirectly wholly owned by James Mellon.

- (2) The "Declared Concert Party Group" comprises James Mellon and Jayne Sutcliffe (both Directors) and Anderson Whamond, who are regarded as acting in concert for the purpose of the Takeovers Code and have registered the combined voting rights in the Company held by them with the SFC under the transitional provisions in Rule 26.6 of the Takeovers Code.

1,716,046 Shares are held by Jayne Sutcliffe, and 2,796,522 Shares are held by the trustee of a discretionary trust, under which Jayne Sutcliffe and members of her family may become beneficiaries.

1,400,000 Shares are held by a pension fund, of which Anderson Whamond is the sole beneficiary.

- (3) 69,208,513 Shares are held by Jamie Gibson.

1,000,000 Shares are held by Julie Oates for the beneficial interests jointly with her spouse.

(i) 471,228 Shares are held by Mark Searle; (ii) 2,070,760 Shares are held by the order of a pension fund, of which Mark Searle is the sole beneficiary; and (iii) 628,304 Shares are held by the spouse of Mark Searle.

- (4) Some placees may be existing Shareholders (holding less than 5% of the existing issued share capital of the Company as at the date of this announcement). Any of the existing holdings of the placees, if any, are included under "The other public Shareholders".

Note: Unless otherwise specified herein, amounts denominated in USD have been translated, for the purpose of illustration only, into HKD using the exchange rate of US\$1.00 = HK\$7.80.

On Behalf of the Board of
Regent Pacific Group Limited

Jamie Gibson
Director

Directors of the Company:

James Mellon (*Chairman*)^{*}

Jamie Gibson (*Chief Executive Officer*)

David Comba[#]

Julie Oates[#]

Mark Searle[#]

Jayne Sutcliffe^{*}

^{*} *Non-Executive Directors*

[#] *Independent Non-Executive Directors*

Hong Kong, 7 April 2017