



(Incorporated in the Cayman Islands with Limited Liability)

Stock Code: 0575

21 December 2018

ANNOUNCEMENT



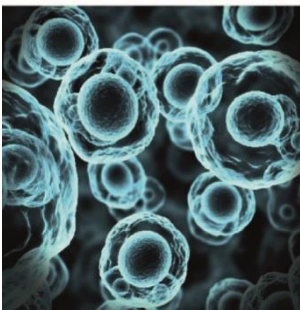
Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

LICENCE AGREEMENT WITH ORIENT EUROPHARMA FOR THE COMMERCIAL LAUNCH OF FORTACIN™ IN SELECT TERRITORIES IN ASIA, EX THE PEOPLE'S REPUBLIC OF CHINA



SUMMARY

This announcement is made by the Company in compliance with the disclosure requirements under Rule 13.09 of the HK Listing Rules and the Inside Information Provisions (as defined under the HK Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).



The Directors are pleased to inform the shareholders of the Company and potential investors that on 21 December 2018 (after market close in Hong Kong) Solutions, a wholly owned subsidiary of the Company, entered into a Licence Agreement with Orient EuroPharma, a company registered in Taiwan, in respect of the rights to commercialise Fortacin™, Solutions' novel treatment for premature ejaculation, by way of the sale and, among other things, distribution of Fortacin™ in select territories in Asia, being Taiwan, Hong Kong Special Administrative Region, Macau Special Administrative Region, Malaysia, Brunei, Singapore, Philippines, Thailand and Vietnam, but excluding The People's Republic of China, otherwise referred to herein as the "Territory".



Solutions continues to retain full commercialisation rights for Fortacin™ for the rest of the world, including but not limited to the US and Canada, Latin America, the Middle East and Sub-Saharan Africa.

Orient EuroPharma shall have the responsibility, at its own expense, for filing applications for, and obtaining any and all regulatory approvals required under applicable law to commercialise Fortacin™ in the Territory. Plethora shall, at Orient EuroPharma's expense, provide Orient EuroPharma with such reasonable assistance as it may be request in order to seek and obtain such regulatory approvals.

Pursuant to the Licence Agreement, the Group, acting through Solutions, will be eligible to receive payments of up to US\$1.45 million (or approximately HK\$11.31 million) excluding royalties after hitting certain milestones related to the roll-out in the Territory.

The License Agreement is for an indefinite period and contains customary provisions in respect of termination. In addition, the License Agreement contains various warranties and indemnities as are customary for such an agreement.

Shareholders and investors should read the whole text of this announcement, including the section entitled "Licence Agreement".

The Group will keep Shareholders and investors updated on the progress made by Orient EuroPharma in respect of the necessary regulatory approvals in the Territory and the likely commercial launch date for the Territory as and when such details become known.

The Company is also pleased to announce that Orient EuroPharma has on the date hereof (and also after market close in Hong Kong) entered into a manufacturing and supply agreement with PSNW for the manufacture and supply of Fortacin™ for Orient EuroPharma.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made by the Company in compliance with the disclosure requirements under Rule 13.09 of HK Listing Rules and the Inside Information Provisions (as defined under the HK Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LICENCE AGREEMENT

The Directors are pleased to inform the shareholders of the Company and potential investors that on 21 December 2018 (after market close in Hong Kong) Solutions, a wholly owned subsidiary of the Company, entered into a Licence Agreement with Orient EuroPharma, a company registered in Taiwan, in respect of the rights to commercialise Fortacin™, Solutions' novel treatment for premature ejaculation, by way of the sale and, among other things, distribution of Fortacin™ in select territories in Asia, being Taiwan, Hong Kong Special Administrative Region, Macau Special Administrative Region, Malaysia, Brunei, Singapore, Philippines, Thailand and Vietnam, but excluding The People's Republic of China, otherwise referred to herein as the "Territory".

Solutions continues to retain full commercialisation rights for Fortacin™ for the rest of the world, including but not limited to the US and Canada, Latin America, the Middle East and Sub-Saharan Africa.

Regulatory Responsibility

Orient EuroPharma shall have responsibility, at its own expense, for filing applications for, and obtaining any and all regulatory approvals required under applicable law to commercialise Fortacin™ in the Territory. Plethora shall, at Orient EuroPharma's expense, provide Orient EuroPharma with such reasonable assistance as it may be request in order to seek and obtain such regulatory approvals. Orient EuroPharma is expected to launch Fortacin™ in Hong and Macau in 2019, Taiwan in 2020 and in all other territories in 2021.

Payments

Pursuant to the Licence Agreement, the Group, acting through Solutions, will be eligible to receive payments of up to US\$1.45 million (or approximately HK\$11.31.28 million). Specifically, Solutions will be eligible to receive the following (payable within 30 days of receipt of invoice):

Signature Payment

- A payment of US\$300,000 (or approximately HK\$2,340,000) following the effective date of the Licence Agreement or manufacturing and supply agreement with PSNW, whichever comes later.

Development Milestone

- A payment of US\$300,000 (or approximately HK\$2,340,000) upon receipt from the Taiwan Food and Drug Administration of the approval for the importation of the licensed product into Taiwan.

Commercial Milestones

- A possible payment of up to US\$850,000 (or approximately HK\$6,630,000) in total upon achievement of certain annual net sales milestones, dependent on the net sales achieved by Orient EuroPharma.

Further Payments and Royalties

In addition, Orient EuroPharma shall also pay to Solutions:

- A low teens royalty on net sales; and
- a lower percentage royalty on net sales will apply in certain circumstances where a generic product has successfully entered and impacted the market in the Territory.

Exclusivity

Pursuant to the Licence Agreement and subject to the terms and conditions thereof, Solutions has granted to Orient EuroPharma: (i) an exclusive, sub-licensable (subject to certain restrictions) licence under the licensed know-how, to develop, file for and hold regulatory approvals for, keep, use, import, market, sell, have sold, supply, offer for sale and distribute (and/or otherwise commercialise) the licensed product in the Territory for any and all applications in the field.

Against the grant of the aforementioned exclusive licence, Orient EuroPharma has, at all times specified in the Licence Agreement in relation to a licensed product in a given territory, agreed not to and shall procure that its affiliates and sub-licensee do not, either themselves or with a third party, develop, seek regulatory approval for, manufacture (or have manufactured), use, sell (or have sold), market, promote, import, export or otherwise commercialise a competing product in such territory, provided that this restriction shall in no way limit Orient EuroPharma's or its affiliates' or sub-licensees' ability to exploit the rights granted under the exclusive licence.

The Licence Agreement also contains restrictions on what Orient EuroPharma (or any of its affiliates) can or cannot do in event it acquires potentially competing businesses or is itself acquired by such a business in respect of the Territory.

Equally, the Licence Agreement contains restrictions on what Plethora and its affiliates can and cannot do in respect of generic products and potentially competing products in the Territory, including in the event that Plethora or any of its affiliates is acquired by or merges with a third party that, at the time, has a competing or generic product in the Territory.

Termination, Warranties and Indemnities

The Licence Agreement contains customary provisions in respect of termination and shall be effective from the date hereof and will continue until the expiry of all payment obligations under it unless earlier terminated by mutual agreement of both parties or otherwise in accordance with the agreement. In addition, the License Agreement contains various warranties and indemnities as are customary for such an agreement.

The Group will keep Shareholders and investors updated on the progress made by Orient EuroPharma in respect of the necessary regulatory approvals in the Territory and the likely commercial launch date for the Territory as and when such details become known.

MANUFACTURING AND SUPPLY AGREEMENT

The Company is also pleased to announce that Orient EuroPharma has on 21 December 2018 (after market close in Hong Kong) entered into a manufacturing and supply agreement with PSNW for the manufacture and supply of the Fortacin™ product for Orient EuroPharma.

Fortacin™ is the first EU approved prescription treatment for premature ejaculation that does not act on the central nervous system and has been available in the UK by way of prescription since November 2016. The treatment is a topical spray containing low doses of two anaesthetics - lidocaine and prilocaine – that take effect almost immediately upon application, giving users more control without reducing pleasure.

Jamie Gibson, Chief Executive Officer of Regent Pacific, said, *“Our partnership with Orient EuroPharma enables us to bring of Fortacin™ to a number of key markets to Asia. In addition to the signing of a partnership with Wanbang Pharmaceutical Marketing and Distribution Co., Ltd. to commercial Fortacin™ in China, we can now rollout this breakthrough treatment in Hong Kong and Macau in 2019 and thereafter in Taiwan, Malaysia, Brunei, Singapore, Philippines, Thailand and Vietnam.”*

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context require otherwise:

“Board”	the board of directors of the Company
“Company”	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“Director(s)”	the directors of the Company
“Fortacin™”	Fortacin™ or whatever trade mark is ultimately agreed between the parties to the Licence Agreement as being the trade mark to be used for the licenced product in the Territory
“Group”	the Company and its subsidiaries
“HK Listing Rules”	The Rules Governing the Listing of Securities on the HK Stock Exchange, as amended from time to time
“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Licence Agreement”	the licence agreement entered into between Solutions and Orient EuroPharma, the Group’s out-licencing and commercial partner for the sale and distribution of Fortacin™ in the Territory, on 21 December 2018
“Orient EuroPharma”	Orient EuroPharma Co. Ltd, a company registered in Taiwan
“PSNW”	Pharmaserve (North West) Limited
“Solutions”	Plethora Solutions Limited

“Share(s)”	the ordinary shares, with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the HK Stock Exchange and are also traded on the OTC market (Freiverkehr) of the Frankfurt Stock Exchange
“Shareholder(s)”	holders of Shares
“Territory”	Taiwan, Hong Kong Special Administrative Region, Macau Special Administrative Region, Malaysia, Brunei, Singapore, Philippines, Thailand and Vietnam
“US\$”	United States dollars, the lawful currency of the United States

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

Forward Looking Statements

This announcement, including any information included or incorporated by reference in this announcement, contains statements about Regent Pacific that are or may be forward looking statements. Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statement. Much of the risk and uncertainty relates to factors that are beyond Regent Pacific’s 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. 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 statement 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, the HK Listing Rules or other applicable regulation. Regent Pacific disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law, the HK Listing Rules or other applicable regulation.

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. Regent Pacific does not undertake to update information contained in this announcement, except as required by applicable law, the HK Listing Rules or other applicable regulation.

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, 21 December 2018