

25 June 2014

### **ASX Announcement**

#### **PLENTEX SPINS OFF BIOTECH INTERESTS**

On 19 December 2013 Plentex entered into a Sale of Business Agreement with Biovite Australia Pty Ltd pursuant to which it agreed to purchase the business of and certain assets of Biovite Australia.

Recently several potential investors have indicated that they were concerned that Plentex's acquisition of the Biovite business was not synergistic with Plentex's other activities, and in particular its proposed aquafeed production businesses, and might confuse some investors.

After carefully reviewing these concerns the Directors of Plentex formed the view that it would be prudent to split Plentex's business activities, and recently formed a new company called Biovite Limited to be the vehicle for the acquisition of Biovite Australia's business and Plentex's biotech interests.

Plentex has entered into a Deed of Variation, Assignment and Guarantee with Biovite Australia Pty Ltd by virtue of which the new company established by Plentex will acquire the business of Biovite Australia on essentially the same terms as applied to the originally planned purchase by Plentex. The "sunset date" for completion of this transaction has been extended to 31 July 2014 or such later date as the parties may agree.

As consideration for Biovite Australia agreeing to the assignment by Plentex of the Sale of Business Agreement and the further extension of the "sunset date", Plentex has agreed to issue to Biovite Australia 1,500,000 fully paid ordinary shares.

Plentex has also sold to Biovite Limited a portfolio of projects, agreements and related intellectual property, the focus of which is to develop and commercialise a range of natural, efficacious algae derived products for the healthcare and pharmaceutical markets.

As consideration for acquiring this portfolio and the assignment of the Biovite Australia sale of Business Agreement, Biovite Limited has issued to Plentex 6,000,000 fully paid ordinary shares in its capital and 3,000,000 free attaching options which are exercisable at \$0.30 (30 cents) at any time prior to 31 December 2016.

Biovite Limited has also assumed liability to pay outstanding amounts payable by Plentex which relate to the Plentex project portfolio, totalling \$276,000.

Biovite Limited is currently preparing a Prospectus pursuant to which it plans to raise up to \$8,000,000 with a Minimum Subscription of \$6,500,000.

Plentex shareholders holding Plentex shares as at the Record Date will be given a priority right to apply for up to 8,000 fully paid ordinary shares in Biovite Limited at a price of \$0.25 (25 cents) being the offer price to other investors.

Biovite Limited is currently a subsidiary of Plentex but this relationship will cease upon successful completion of the capital raising referred to above, and if the full \$8,000,000 is raised, Plentex will hold approximately 13.5% of Biovite Limited.

The Biovite Australia Sale of Business Agreement requires Biovite Limited, as consideration for the purchase of the Biovite Australia business, the sum of \$2,530,000 cash of which \$30,000 has been paid as a non refundable deposit by Plentex, and to issue Biovite Australia 5,100,000 fully paid ordinary shares and 2,550,000 options exercisable at \$0.30 (30 cents) at any time prior to 31 December 2016. The cash purchase price is subject to adjustment at completion to reflect stock on hand and work in progress.

In addition, Biovite Limited is required to pay out a loan of \$100,000 made to Biovite Australia by GO & MJT Nominees Pty. Ltd. (a related party of Biovite Australia) together with accrued interest.

Completion of the Biovite Australia Sale of Business Agreement is conditional upon Biovite Limited raising by way of a prospectus not less than \$6,500,000, being the Minimum Subscription under the proposed Offer by no later than 31 July 2014 (or such later date as the parties to the agreement agree).

The agreement is also subject to and conditional upon Plentex shareholder approval being obtained prior to the completion of this capital raising.

Biovite Limited's business will focus on Biovite Australia's proprietary bioactives and TGA approved anti-fungal products:

- AMYCOT®: algal complex mix of bioactives with anti-fungal, anti-bacterial, anti-inflammatory and skin-repair properties
- Calmagen®: Biovite's lead product, a topical anti-fungal product line available as an OTC product in Australia, Germany, Taiwan, Malaysia and Canada (from late 2014). Revenue generating since 2007.

The Company's primary objectives will be to:

- boost Calmagen® sales and distribution by:
  - appointing an Australian retail pharmacy distributor;
  - implementing a digital marketing strategy including e-commerce capability
  - increasing international distribution
- expand the Calmagen® product line to service additional indications
- develop high-value pharmaceutical products from AMYCOT® bioactives
- develop the Boost® range of algae-derived, high-quality, clinically validated health supplements.

Biovite Limited will have a robust product pipeline and research partnerships to extend its product range and indications. Biovite will also have access to proprietary extraction methods and the high potential *Chloroparva* sp. algae strains.

The company expects to sustain growth with increasing revenues, selected product development, R&D programs and commercialisation of new products. It will market its own products but consider partnering development and marketing in specific indications.

With the establishment of Biovite Limited now well advanced, Plentex plans to focus and accelerate the development of its proposed aquafeed businesses to be located at Port Lincoln in South Australia, and New Kawayan on the island of Leyte in the Philippines. Significant progress in the planning of both of these projects has been made in the last 9 months.

Further development of these projects and other opportunities which Plentex is pursuing will require the raising of funds and the restructuring of Plentex's current issued capital.

As noted above, Plentex is required to convene a General Meeting of its shareholders and it is proposed that a number of resolutions to facilitate its revised business plan will be put to shareholders at this meeting, including approval for the Company to change its name to Pacific Aquaproducts Limited.

The resolutions to be put to shareholders will be designed to provide for a two stage capital raising, the first comprising of an offer of shares to exempt investors as defined in the Corporations Act 2001, and the second by way of an offering under a prospectus on a basis which will allow the Company to seek the requote of its securities on the ASX. This offer will include provision for a priority offer to Plentex shareholders.

Plentex expects to issue a Notice of General Meeting and attaching Explanatory Memorandum shortly, which will contain appropriate details relating to these matters.

For and on behalf of  
**PLENTEX LIMITED**



**Peter C. Streader**  
Executive Chairman

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