

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified financial adviser.

If you have sold or transferred all of your Ordinary Shares and/or Convertible Preference Shares please forward this document together with the accompanying Notice of Requisitioned General Meeting and Requisitioned Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

ORIGO PARTNERS PLC

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with number 5681V)

Notice of Requisitioned General Meeting

Your attention is drawn to the letter from the Chairman of the Company set out on pages 6 to 9 of this document in which the Independent Directors unanimously recommend that you VOTE AGAINST the Requisitioned Resolutions to be proposed at the Requisitioned General Meeting.

A notice convening a Requisitioned General Meeting of the Company to be held at 33-37 Athol Street Douglas, Isle of Man, IM1 1LB at 11.00 a.m. on Friday 16 January 2015 is set out at the end of this document. A Requisitioned Form of Proxy for use at the Requisitioned General Meeting is enclosed.

Whether or not you intend to attend the Requisitioned General Meeting in person, please complete, sign and return the accompanying Requisitioned Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 11.00 a.m. on Wednesday 14 January 2015, being 48 hours before the time appointed for the holding of the Requisitioned General Meeting. Completion and posting of the Requisitioned Form of Proxy will not prevent you from attending and voting in person at the Requisitioned General Meeting if you wish to do so.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has not been any change in the affairs of the Company since the date of this document or that the information is correct as of any subsequent time.

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If you have any questions relating to this document, the Requisitioned General Meeting or the completion or return of the Requisitioned Form of Proxy, please telephone Capita Asset Services between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays) on 0871 664 0321 or, if calling from outside the United Kingdom, +44 20 8639 3399. Calls to the Capita Asset Services 0871 664 0321 number are charged at 10p per minute (including VAT) plus any of your service provider's additional network charges. Calls to the Capita Asset Services +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Asset Services cannot provide advice on the merits of the Requisitioned Resolutions nor give any financial, legal or tax advice.

ESTIMATED TIMETABLE OF PRINCIPAL EVENTS

Posting of this document and the Requisitioned Form of Proxy	23 December 2014
Latest time and date for receipt of Requisitioned Forms of Proxy	11.00 a.m. Wednesday 14 January 2015
Requisitioned General Meeting	11.00 a.m. Friday 16 January 2015

Notes:

- (1) Each of the dates in the above timetable is subject to change. Changes to the above timetable will be notified through a Regulatory Information Service and/or to Shareholders, as appropriate.
- (2) References to times in the document are to London, UK time (unless otherwise stated).

DEFINITIONS

In this document, the following words and expressions have the following meanings (unless the context requires otherwise):

“AIM”	the market operated by the London Stock Exchange;
“AIM Rules”	together the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
“AIM Rules for Companies”	the rules published by the London Stock Exchange from time to time entitled “AIM Rules for Companies”;
“AIM Rules for Nominated Advisers”	the rules published by the London Stock Exchange from time to time entitled “AIM Rules for Nominated Advisers”;
“Board” or “Directors”	the directors of the Company, whose names are set out on page 6 of this document and the directors of the Company from time to time;
“Brooks Macdonald”	Brooks Macdonald Asset Management (International) Limited;
“Brooks Macdonald Announcement”	an announcement made on 14 November 2014 by Brooks Macdonald;
“Brooks Macdonald Proposals”	the proposals made by Brooks Macdonald in the Brooks Macdonald Announcement;
“Capita Asset Services”	Capita Asset Services, a trading name of Capita Registrars Limited;
“Company” or “Origo”	Origo Partners PLC;
“Company’s Proposals”	the proposals put to Shareholders and approved at the November GM;
“Convertible Preference Shareholders”	holders of Convertible Preference Shares;
“Convertible Preference Shares”	the convertible zero-dividend preference shares of no par value in the capital of the Company;
“Damille”	Damille Partners Limited;
“Damille’s Appointment”	the appointment of Damille to provide the services of Rhys Davies and Brett Miller as directors of the Company;
“Funds Returned”	the funds returned to Shareholders;
“Group”	the Company and its subsidiaries;
“Independent Directors”	the independent directors of the Company (being the directors of the Company excluding Chris Rynning and Niklas Ponnert), namely Wang Chao Yong, Christopher Jemmett, Lionel de Saint-Exupery, Shonaid Jemmett-Page and Tom Preststulen, and the independent directors of the Company from time to time, save that each director shall not be independent in respect of a resolution concerning his or her removal;
“Investing Policy”	the investing policy of the Company from time to time, as required by the AIM Rules;

“London Stock Exchange”	London Stock Exchange plc;
“Notice of Requisitioned General Meeting”	the notice of the Requisitioned General Meeting set out at the end of this document;
“November GM”	the General Meeting of the Company held at 33-37 Athol Street Douglas, Isle of Man, IM1 1LB at 1.00 p.m. on 20 November 2014;
“November Resolutions”	the resolutions proposed and passed at the November GM;
“OAL”	Origo Advisors Limited, a company incorporated in the British Virgin Islands;
“Ordinary Shareholders”	holders of Ordinary Shares;
“Ordinary Shares” or “Shares”	ordinary shares of 1p each in the capital of the Company;
“Realisation Period”	has the meaning set out in paragraph 2 of the Chairman’s Letter;
“Requisition”	the requisition request received by the Company from Secure Nominees;
“Requisitioned Form of Proxy”	the form of proxy relating to the Requisitioned General Meeting being sent to Shareholders with this document;
“Requisitioned General Meeting” or “Requisitioned GM”	the general meeting of the Company to be held at 33-37 Athol Street Douglas, Isle of Man, IM1 1LB at 11.00 a.m. on Friday 16 January 2015 as requested by Secure Nominees;
“Requisitioned Proposals”	the proposed change in Investing Policy and the proposed changes to the composition of the Board, as set out in the Requisition;
“Requisitioned Resolutions”	the resolutions set out in the Notice of Requisitioned General Meeting which is set out at page 9 of this document;
“Regulatory Information Services”	one of the regulatory information services authorised by the London Stock Exchange to receive, process and disseminate information in respect of AIM quoted companies;
“Secure Nominees”	Secure Nominees Limited, a company registered in Guernsey;
“Shareholders”	holders of the Ordinary Shares and/or Convertible Preference Shares; and
“UK”	the United Kingdom.

Letter from the Chairman

ORIGO PARTNERS PLC

(Incorporated in the Isle of Man with Registered No. 5681V)

Directors:

Wang Chao Yong (*Chairman*)
Chris Rynning (*Director*)
Niklas Ponnert (*Director*)
Christopher Jemmett (*Non-Executive Director*)
Lionel de Saint-Exupery (*Non-Executive Director*)
Shonaid Jemmett-Page (*Non-Executive Director and Vice Chairman*)
Tom Preststulen (*Non-Executive Director*)

Registered Office:

33-37 Athol Street
Douglas
Isle of Man
IM1 1LB

23 December 2014

To Ordinary Shareholders and Convertible Preference Shareholders and (for information purposes only) option holders of Origo Partners PLC

Dear Shareholder

Notice of Requisitioned General Meeting

1 Introduction

Further to the Company's announcements of 18 November 2014 and 15 December 2014, the Board is today writing to Shareholders in response to a request received by the Board from Secure Nominees, a registered holder of 3.31 per cent. of the Company's Ordinary Shares and 64.11 per cent. of the Company's Convertible Preference Shares.

This request from Secure Nominees has requisitioned the convening of the Requisitioned General Meeting for the purpose of putting the Requisitioned Resolutions before Shareholders in order to obtain Shareholder approval for the Requisitioned Proposals.

The Board notes that in an announcement made on 14 November 2014 by Brooks Macdonald (the "**Brooks Macdonald Announcement**"), Brooks Macdonald stated an intention to requisition a general meeting of the Company. However, neither Secure Nominees nor Brooks Macdonald have confirmed if the Requisition is made for and on behalf of Brooks Macdonald, nor is the Board able to independently confirm the position. The Brooks Macdonald Announcement included a number of proposals not reflected in the Requisition (the "**Brooks Macdonald Proposals**").

Shareholders will be aware that they were recently asked to consider a number of proposals and resolutions put forward by the Company at the November GM. At the time of the November GM, the Company's key Shareholders were already aware of the proposals set out in the Brooks Macdonald Announcement. Nonetheless, the Company's Proposals received substantial Shareholder support, and Shareholders duly passed all of the November Resolutions by overwhelming majorities of between 80.81 per cent. and 98.77 per cent. of votes cast at the November GM.

As a result of Shareholders' approval of the November Resolutions at the November GM, the Company and OAL are in the process of implementing the Company's Proposals – including in relation to the termination and re-engagement of certain of the employees of the Group. Details of the November Resolutions approved by Shareholders at the November GM were provided in a circular dated 31 October 2014.

The Independent Directors unanimously recommend that you DO NOT support the Requisitioned Proposals and VOTE AGAINST ALL of the Requisitioned Resolutions. The relevant Independent Director shall abstain in relation to any recommendation in respect of his or her removal.

2 Requisitioned Resolutions

The Requisitioned Proposals, which are set out below, have been extracted from the Requisition.

- 1 **“THAT** the investment objective of the Company be amended to be:

“The investment objective of the Company is to manage the sale of the Company’s investment portfolio and to maximise the returns of capital to all shareholders during the period ending on 31 December 2017 (the “Realisation Period”).

During the Realisation Period, the Company shall maintain the ability, at its discretion, to pursue follow-on investments in the existing portfolio companies in order to maximize value and/or facilitate future divestments but shall not be permitted to make any new investments.

Net proceeds of divestments shall, pursuant to the Company’s Articles of Association, be distributed to shareholders at such time as is determined by the Board of Directors, at its absolute discretion, for the purpose of maximizing returns to shareholders while maintaining sufficient liquidity for working capital and provisions for follow-on investments.”.

- 2 **“THAT** Wang Chao Yong be and is hereby removed from the office of director of the Company with immediate effect.”
- 3 **“THAT** Niklas Ponnert be and is hereby removed from the office of director of the Company with immediate effect.”
- 4 **“THAT** Christopher Jemmett be and is hereby removed from the office of director of the Company with immediate effect.”
- 5 **“THAT** Lionel de Saint-Exupery be and is hereby removed from the office of director of the Company with immediate effect.”
- 6 **“THAT** Shonaid Jemmett-Page be and is hereby removed from the office of director of the Company with immediate effect.”
- 7 **“THAT** Tom Prestulén be and is hereby removed from the office of director of the Company with immediate effect.”
- 8 **“THAT** Rhys Davies, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.”
- 9 **“THAT** Brett Miller, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.”

3 Brooks Macdonald Announcement

The Board notes that in the Brooks Macdonald Announcement, Brooks Macdonald stated an intention to requisition a general meeting of the Company. However, neither Secure Nominees nor Brooks Macdonald have confirmed if the Requisition is made for and on behalf of Brooks Macdonald, nor has the Board been able to independently confirm the position. The Brooks Macdonald Proposals, where not reflected in the Requisition, were as follows:

3.1 Changes to the Investment Manager and Management Incentives

The Brooks Macdonald Announcement proposed the engagement of Damille to implement a proposed new Investing Policy. It is proposed that Damille will be appointed for an initial period of two years. The Brooks Macdonald Announcement states that Shareholders will have the opportunity to vote on whether Damille should then continue as the Company’s investment manager until 31 December 2017 and that there will be no termination fees or other compensation payable to Damille in the event that Shareholders vote to terminate Damille’s Appointment after the initial two year period.

The Brooks Macdonald Announcement stated that in consideration for Damille's services, Damille will become entitled to an annual fee, which includes the provision of the services of Rhys Davies and Brett Miller as Directors and will be payable in arrears every three months, on the following basis:

- US\$750,000 in respect of the first 12 months following the commencement of Damille's Appointment;
- US\$650,000 in respect of the second year of the Damille's Appointment; and
- US\$500,000 in respect of the remaining period of Damille's Appointment up to 31 December 2017.

Damille will be entitled to incentive fees, which will be calculated based on funds returned to Shareholders and comprises 2 elements:

- a quantum-based incentive fee of:
 - 1.5% of the first US\$50 million of Funds Returned;
 - 2% of the next US\$25 million of Funds Returned;
 - 3% of the Funds Returned in excess of \$75 million; and
 - 4% of the Funds Returned in excess of \$90 million; and
- a time-based incentive fee of:
 - 0.5% of the Funds Returned in the first 12 months following the commencement of Damille's Appointment;
 - 0.25% of the Funds Returned in the second year of the Damille's Appointment; and
 - 0.1% of the Funds Returned in the remaining period of Damille's Appointment up to 31 December 2017.

3.2 Changes to the Board

The Requisition seeks that all of the existing Directors, save for Chris Rynning, should be removed and Rhys Davies and Brett Miller will be appointed as non-executive Directors. The Brooks Macdonald Announcement stated that Messrs Davies and Miller's services will be provided in accordance with Damille's Appointment and that they will not be entitled to any Directors' fees from the Company.

The Brooks Macdonald Announcement stated that the proposed newly constituted Board would seek the appointment of an additional non-executive director, who will become the Company's chairman, as soon as practicable, that Shareholders would be consulted with regard to potential appointees (and invited to propose candidates) and will have the opportunity to vote on the appointment of the preferred candidate.

4 The Board's Response to the Requisitioned Proposals and to the Brooks Macdonald Proposals

4.1 Requisitioned Proposals

The Board is of the view that the Company's Proposals and the November Resolutions which were put to Shareholders at the November GM were fully considered by the Shareholders and were, in fact, all duly passed with substantial Shareholder support. The Board does not consider that there is any merit in the Requisitioned Proposals.

The Board believes that the Company's Proposals set out a clear and appropriate timeline to achieve an orderly realisation of the Company's assets, and a shorter period would not be sufficient to enable a manager to maximise shareholder value.

In respect of the proposed changes to the Board, Messrs Davies and Miller are not known to the Company, and should their appointment be approved by the Shareholders, the Company would need to complete satisfactory due diligence on the proposed Directors prior to their appointment.

In light of the fact that the two proposed directors have been put forward for appointment by a single Shareholder, the Board also feels that such an approach is inconsistent with the best practice and standards of Corporate Governance.

4.2 Brooks Macdonald Proposals

The Board is of the view that another manager would not, under the circumstances, be able to provide the services currently provided to the Company on an exclusive basis by OAL. There has been no indication that Damille's services would be provided to the Company with any period of exclusivity. The Board feels strongly that OAL is best placed to manage the realisation and divestment strategy of the Company given its knowledge of the Company's investments. The introduction of a new administrative and investment management team would serve to protract the time taken to realise the Company's investments and would risk introducing destabilising effects which could adversely impact shareholder value.

5 Action To Be Taken

Shareholders will find enclosed with this document a Requisitioned Form of Proxy for the Requisitioned General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Requisitioned Form of Proxy in accordance with the instructions printed on it. The Requisitioned Form of Proxy should be returned to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (or if couriered or hand delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU) as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on Wednesday 14 January 2015. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

6 Recommendation

The Independent Directors unanimously recommend that Shareholders VOTE AGAINST ALL of the Requisitioned Resolutions as they intend to do in respect of their own beneficial shareholdings, which together amount to 4,287,575 Ordinary Shares, representing approximately 1.20 per cent. of the Company's issued Ordinary Shares, provided that each Independent Director shall abstain in relation to any recommendation in respect of his or her removal. Chris Rynning and Niklas Ponnert also intend to vote against all of the Requisitioned Resolutions in respect of their own beneficial shareholdings, which together amount to 17,261,049 Ordinary Shares, representing approximately 4.84 per cent. of the Company's issued Ordinary Shares.

Yours faithfully

Wang Chao Yong
Chairman

THE ISLE OF MAN COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF REQUISITIONED GENERAL MEETING
of
ORIGO PARTNERS PLC
(the "**Company**")

Notice is hereby given that a Requisitioned General Meeting of the Company will be held on Friday 16 January 2015 at 11.00 a.m. at 33-37 Athol Street, Douglas, Isle of Man, IM1 1LB for the purpose of considering and, if thought fit, passing the following resolutions, all of which will be proposed as Resolutions:

Resolutions

- 1** THAT the stated investing policy of the Company be restated as follows:

*"The investment objective of the Company is to manage the sale of the Company's investment portfolio and to maximise the returns of capital to all shareholders during the period ending on 31 December 2017 (the "**Realisation Period**").*

During the Realisation Period, the Company shall maintain the ability, at its discretion, to pursue follow-on investments in the existing portfolio companies in order to maximize value and/or facilitate future divestments but shall not be permitted to make any new investments.

Net proceeds of divestments shall, pursuant to the Company's Articles of Association, be distributed to shareholders at such time as is determined by the Board of Directors, at its absolute discretion, for the purpose of maximizing returns to shareholders while maintaining sufficient liquidity for working capital and provisions for follow-on investments."

- 2** THAT Wang Chao Yong be and is hereby removed from the office of director of the Company with immediate effect.
- 3** THAT Niklas Ponnert be and is hereby removed from the office of director of the Company with immediate effect.
- 4** THAT Christopher Jemmett be and is hereby removed from the office of director of the Company with immediate effect.
- 5** THAT Lionel de Saint-Exupery be and is hereby removed from the office of director of the Company with immediate effect.
- 6** THAT Shonaid Jemmett-Page be and is hereby removed from the office of director of the Company with immediate effect.
- 7** THAT Tom Preststulen be and is hereby removed from the office of director of the Company with immediate effect.
- 8** THAT Rhys Davies, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.
- 9** THAT Brett Miller, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.

Registered Office:
33-37 Athol Street,
Chief Financial Officer
Douglas,
Isle of Man,
IM1 1LB

By Order of the Board
Niklas Ponnert

Dated: 23 December 2014

Notes:

A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend and, on a poll, vote in his place. Such proxy need not be a member of the Company.

A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person in which case any votes cast by the proxy will be excluded.

A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the enclosed proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes of the proxy form. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes.

To be valid the form of proxy (together with the power of attorney or other authority if any under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (or if couriered or hand delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU) so as to be received no later than 11.00 a.m. on Wednesday 14 January 2015. Completion and return of the form of proxy will not preclude shareholders from attending or voting at the meeting in person.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

As provided in Regulation 22 of the Uncertificated Securities Regulations 2006, only those members registered in the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

