



Origo Partners PLC - OPP Dispute Resolution and Proposed Restructuring
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Origo Partners PLC
("Origo" or the "Company")

Dispute Resolution and Proposed Restructuring

In November 2014, Origo shareholders approved a revised investing policy, under which the Company is now, through an orderly realisation programme, seeking to divest its entire portfolio over a period of no longer than 4 years at such time and under such conditions as the independent directors of Origo may determine in order to maximise value on behalf of the Company's shareholders.

Shareholders will also be aware that the Company's articles of association (the "Articles") include the requirement for the Company to undertake a US\$12 million convertible zero dividend preference share ("CZDP") tender offer by 8 March 2016.

Whilst the Company remains confident of the delivery of the objectives of its investing policy, the continuing uncertainty in relation to the Chinese economy and depressed commodity markets have meant that realisations of the Company's assets at attractive valuations have been challenging in the short term. It is therefore possible that the Company might not be in a position to redeem US\$12 million of CZDPs by March 2016.

The Company has therefore worked with the main CZDP shareholders to form a set of proposals which would restructure the CZDPs and would provide Origo with greater flexibility to implement its orderly realisation strategy - with a view to maximising value on behalf of Origo's shareholders. The key elements of the proposals are expected to include the following:

- The removal of the requirement for the Company to undertake a US\$12 million CZDP tender offer by 8 March 2016;
- The accreted principal amount per CZDP be reset to US\$1.28. In the event that aggregate distributions equal to the aggregate CZDP accreted principal amount (US\$1.28 per CZDP) have not been made to the holders

of the CZDPs ("CZDP Shareholders") by 31 December 2017, the remaining aggregate undistributed accreted principal amount shall increase at an accrued rate of return of 5% p.a. from 1 January 2018 and at an accrued rate of return of 10% p.a. from 1 January 2019 until repaid through distributions to CZDP Shareholders;

- Origo's ordinary shareholders ("Ordinary Shareholders") to receive a proportion of all future distributions alongside CZDP Shareholders, *pro rata* as follows:
 - in respect of the first US\$40 million of distributions, 87.5% to CZDP Shareholders and 12.5% to Ordinary Shareholders;
 - in respect of the next US\$40 million of distributions, 70% to CZDP Shareholders and 30% to Ordinary Shareholders;
 - in respect of distributions in excess of US\$80 million:
 - until such time as distributions equal to the accreted capital amount have been made to the CZDP Shareholders, 30% to CZDP Shareholders and 70% to Ordinary Shareholders; and
 - thereafter, 100% to Ordinary Shareholders.
- The Articles be amended to remove the mandatory CZDP conversion clause; and
- The settlement of the dispute with Brooks Macdonald Group plc ("BM").

In addition, an additional independent non-executive director of Origo, acceptable to BM, will be identified and appointed to the board of directors of Origo.

The Proposals remain subject to the negotiation of appropriate agreements and amendments to Origo's articles of association and approval at a general meeting of Origo and separate class meetings of the CZDP Shareholders and of the Ordinary Shareholders.

The directors of the Company believe that that the proposed settlement of the dispute and restructuring will benefit the Company and all of its shareholders. The Company is in the process of finalising a set of detailed proposals, which will be put to Origo's shareholders as soon as is practicable.

Further announcements will be made in this regard in due course.

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