

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Origo Partners Plc, please send this document and the accompanying Form of Proxy at once 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**

(a company incorporated in Isle of Man and registered with number 005681V)

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice of an Annual General Meeting (“**AGM**”) of the Company to be held at 55 Athol Street, Douglas, Isle of Man IM1 1LA on 24 December 2020 at 10.00 am is set out in this document. Shareholders are requested to return the enclosed Form of Proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company’s registrars, FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA but in any event not less than 48 hours before the time appointed for the meeting, being 10.00 am on 22 December 2020.

#### **Covid restrictions**

Given current measures around the COVID-19 virus and the desire of the Company to protect the health and safety of all Shareholders, the AGM will be convened with the minimum quorum of Shareholders present in order to conduct the business of the meeting. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted.

Accordingly, Shareholders will be prevented from attending the AGM in person and are instead strongly encouraged to complete and return the Form of Proxy in accordance with the instructions printed thereon. Shareholders wishing to raise any questions at the AGM should do so by email to [enquiries@fim.co.im](mailto:enquiries@fim.co.im) so as to be received no later than 10.00 am on 24 December 2020.

#### **Enquiries:**

FIM Capital Limited

Company Secretary +44 (0) 1624 681250

## LETTER FROM THE CHAIRMAN

### ORIGO PARTNERS PLC

*(incorporated in the Isle of Man and registered with number 005681V)*

**Directors:**

John Chapman – *(Non-Executive Chairman)*

Hiroshi Funaki – *(Non-Executive Director)*

Philip Scales – *(Non-Executive Director)*

**Registered Office:**

55 Athol Street

Douglas

Isle of Man

IM1 1LA

30 November 2020

Dear Shareholder

### Notice of Annual General Meeting

#### 1. Introduction

I am pleased to send you the notice of the Annual General Meeting of the Company, which is to be held at the registered office of the Company, 55 Athol Street, Douglas, Isle of Man at 10.00 am on 24 December 2020.

Ahead of the information on the Annual General Meeting, I would like to update you on where we are in our efforts to wind up the Company and return capital to shareholders. We had hoped that by now the Company would have been wound up and a liquidator appointed but due to the global pandemic that has not been possible. The Celadon Mining Ltd transaction referred to in our last interim report has not completed due to Covid related travel restrictions. The Board is in close contact with the Celadon controlling shareholder and believes that it continues to be in the Company's interest to await that transaction's completion. We will update the market as and when additional information is received

We consequently put these resolutions to Shareholders at the Annual General Meeting. Your Board believes that the proposals are in the best interests of the Company and Shareholders as a whole and is recommending that you vote in favour of the resolutions at the Annual General Meeting.

You will find set out at the end of this document the Notice of the Annual General Meeting at which the resolutions will be proposed.

## **2. Report and accounts and re-appointment of auditors**

As with previous Annual General Meetings of the Company, resolutions will be put to shareholders to receive and adopt the annual report and audited accounts of the Company for the year ended 31 December 2019, together with the directors' and auditor's reports thereon, to re-appoint Lubbock Fine as auditors of the Company and to authorise the Directors to determine the remuneration of Lubbock Fine.

The annual report and audited accounts were posted to all shareholders at the end of June 2020 and a copy is also available on the website:

<https://origopartners.com/>

## **3. Re-election of Director**

In accordance with Article 78 of the Company's Articles, Mr Philip Scales is to stand for re-election as a director at the Annual General Meeting.

Having considered the performance of and contribution made by Mr Scales, the Directors remain satisfied that his performance continues to be effective and demonstrates commitment to the role and the Directors therefore recommend his re-election at the Annual General Meeting.

## **4. Action to be taken**

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting.

Given the restrictions now posed by Covid as referred to earlier, Shareholders, who are not permitted to attend the Annual General Meeting in person, are requested to complete, sign and return the enclosed Form of Proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA, but in any event not less than 48 hours before the time appointed for the meeting, being 10.00 am on 22 December 2020.

## **5. Recommendation**

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and recommend that Shareholders vote in favour of the resolutions

Yours sincerely

John Chapman  
Chairman  
**ORIGO PARTNERS PLC**

## **ORIGO PARTNERS PLC**

(Incorporated in the Isle of Man with Registered No. 005681V)

### **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that the 2020 Annual General Meeting of Origo Partners Plc will be held at 55 Athol Street, Douglas, Isle of Man IM1 1LA on 24 December 2020 at 10.00 am for the following purposes:**

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

#### **ORDINARY BUSINESS**

- Resolution 1 To receive and adopt the audited accounts of the Company for the year ended 31 December 2019, together with the Directors' and Auditor's reports thereon.
- Resolution 2 To re-appoint Lubbock Fine as auditors of the Company and authorise the Directors to determine their remuneration.
- Resolution 3 To re-appoint Philip Scales as a Director, who retires by rotation in accordance with Article 78, at the commencement of the 2020 Annual General Meeting and submits himself for immediate reappointment to the Board.

*Registered office:*  
55 Athol Street  
Douglas  
Isle of Man IM1 1LA

*By Order of the Board*  
P P Scales  
Director

Dated: 30 November 2020

## NOTES

### IMPORTANT: COVID-19 IMPLICATIONS – PARTICIPATING IN THE ANNUAL GENERAL MEETING

**PLEASE NOTE THAT DUE TO THE ONGOING SITUATION ARISING FROM THE CORONAVIRUS AND THE OFFICIAL GOVERNMENT GUIDANCE IN RESPECT OF TRAVEL, PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING WILL BE RESTRICTED TO THOSE REQUIRED TO ENSURE THERE IS A QUORUM AT THE MEETING. ALL NOTES BELOW REFERRING TO ATTENDANCE AT THE AGM SHOULD BE READ IN THIS CONTEXT AND SUBJECT TO THIS RESTRICTION.**

1. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 10.00 am on 22 December 2020 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members after 10.00 am on 22 December 2020 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.
3. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post or sent by facsimile to +44 (0) 1624 604790 or by email to [lcain@fim.co.im](mailto:lcain@fim.co.im) together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA so as to arrive not later than 10.00 am on 22 December 2020, being 48 hours before the time of the meeting.
4. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.