

Regulatory Story

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TIDM OSI
Headline Recommended merger
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16 October 2009

**Recommended Merger of Origo-Sino India Plc ("OSI")
and Origo Resource Partners Limited ("ORP")
Summary**

- | The directors of OSI and ORP are pleased to announce that they have reached agreement on the terms of the recommended Merger of OSI and ORP by way of a Court-sanctioned scheme of arrangement (under Part VIII of the Companies (Guernsey) Law, 2008) pursuant to which all of the outstanding issued share capital of ORP will be acquired by OSI. The transaction will constitute a reverse takeover of OSI for the purposes of the AIM Rules.

- | The Merger consists of the Scheme, the ORP

Warrant Proposals and the proposed Re-admission.

- | Under the Scheme, Scheme Shareholders will be entitled to elect:
 - (i) for all of the ORP Ordinary Shares registered in their name at the Scheme Record Time to be exchanged on the Effective Date for New OSI Shares on the basis set out below (the "**Share Offer**"); or
 - (ii) to receive payment in cash, on the basis set out below, for up to 10 per cent. of the outstanding ORP Ordinary Shares (the "**Basic Entitlement**"), which shares will be repurchased by ORP and cancelled on the Effective Date (the "**Partial Cash Alternative**"). Scheme Shareholders who elect for the Partial Cash Alternative will be able to decide whether to tender some or all of their Scheme Shares within the overall limits of the Partial Cash Alternative. Tenders in excess of a Scheme Shareholder's Basic Entitlement will only be accepted to the extent that other Scheme Shareholders do not elect, or only tender in part, for the Partial Cash Alternative and will be allocated *pro rata* according to the shareholdings of the Scheme Shareholders so tendering. The remaining Scheme Shares held by ORP Shareholders accepting the Partial Cash Alternative will be exchanged for New OSI Shares on the same basis as the Share Offer.
- | All Scheme Shares which are not repurchased pursuant to the Partial Cash Alternative will be exchanged for New OSI Shares on the Effective Date on the following basis:
 - For each Scheme Share 2.8 New OSI Shares**
- | Scheme Shareholders who elect for the Partial Cash Alternative will be entitled to receive a cash payment of 45p per Scheme Share accepted for repurchase.

- | The Scheme, if approved and implemented, will result in the issue of in aggregate approximately 122.5 million New OSI Shares representing 56 per cent. of the enlarged issued share capital of OSI (assuming no further issue of OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full).

- | OSI is an established private equity investor and strategic consultancy business, which provides its shareholders with exposure to growth opportunities and private equity returns in China and India. OSI's business model is to generate capital gains from private equity investment in growth companies from which it also generates fees for consultancy services related to further fundraisings, M&A and strategic development.

- | OSI provides consultancy services to ORP, which is an investment company that raised £48.6 million in gross proceeds through an IPO in December 2007.

- | The Merger creates a single listed entity for investors to access exposure to predominantly China-linked private equity opportunities identified by OSI's management team.

- | The Merger creates a company with a broadened institutional shareholder base and with a pro forma combined market capitalisation of approximately £37 million, based on the closing price of OSI at 15 October 2009, and on the number of OSI Shares in issue on completion of the Merger (assuming no further issue of OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full).

- | Following the Merger, the combined investment portfolio of the Enlarged Group will consist of 15 companies with an, in aggregate, value of

£53.8 million, based on valuations as at 30 June 2009, providing investors in each of OSI and ORP greater diversification in terms of sector and the number of holdings.

- ┆ The board of OSI post Merger (when it will become the holding company of the Enlarged Group) will comprise Wang Chao Yong (Executive Chairman), Chris Rynning (CEO), Niklas Ponnert (CFO), Christopher Jemmett (Deputy Chairman) and Dipankar Basu (Non-Executive Director).

- ┆ The Merger is conditional on, amongst other things:
 - the Scheme being approved by a majority in number representing 75 per cent. or more in value (excluding any treasury shares) of the Scheme Shareholders present and voting, either in person or by proxy, at the Scheme Court Meeting (or at any adjournment thereof);
 - all resolutions necessary to approve, implement and effect the Merger, by way of a reverse takeover, being duly passed at the OSI EGM (or at any adjournment thereof) as set out in the notice of the OSI EGM; and
 - the Court sanctioning the Scheme (with or without modification, on terms agreed by the OSI and ORP).

- ┆ The Independent OSI Board, which has been so advised by Liberum Capital, considers the terms of the Merger to be fair and reasonable. In providing its financial advice to the Independent OSI Board on the Merger, Liberum Capital have taken into account the commercial assessments of the Independent OSI Directors.

- ┆ The Independent ORP Board, which has been so advised by Hanson Westhouse, considers the terms of the Merger to be fair and reasonable. In providing its advice to the Independent ORP Board, Hanson Westhouse have taken into account the commercial assessments of the Independent ORP Directors.

- ┆ OSI has received undertakings from the OSI Directors and certain other OSI Shareholders to vote or procure the vote or to instruct the registered holders to vote in favour of the resolutions to be proposed at the OSI EGM to approve the Merger, in respect of their own beneficial holdings, representing approximately 41.3 (note 1) per cent. of the existing issued share capital of OSI.

- ┆ OSI and ORP have received undertakings from the ORP Directors and certain other ORP Shareholders to vote or procure the vote or to instruct the registered holders to vote in favour of the resolutions to be proposed at the Scheme Court Meeting and the ORP EGM to approve the Scheme, in respect of their own beneficial holdings, representing approximately 60.6 (note 1) per cent. of the existing issued share capital of ORP.

- ┆ Commenting on the Merger, Wang Chao Yong, OSI Executive Chairman said:

"The merger will create a stronger, more robust company with the scale to capitalize on a significant pipeline of investment opportunities already identified by OSI's management team. Following the merger the combined company will focus predominantly on private equity investments in China, which it will be better placed to capture than either OSI or ORP could alone. OSI will initiate new asset management initiatives including the establishment of China based joint ventures with local financial institutions to raise and manage RMB funds. While retaining a sector neutral investment strategy, the Company will intensify its efforts investing in the urbanization of China, especially in sectors like mining, agriculture, renewable and clean technologies as well as our legacy TMT sector."

- ┆ Commenting on the Merger, Charles Wilkinson, ORP Chairman said:

"The merger of OSI and ORP will create a larger company

with a broadened shareholder base. With both companies offering shareholders similar listed exposure, a single-entity with a unified approach will be better positioned to raise funds, make investments and develop as a business. As the financial industry restructures, we believe the combination of cost savings and greater flexibility will improve market liquidity and the attractiveness of the Origo stock to shareholders. I am therefore happy to declare that after careful consideration, the independent directors of Origo Resource Partners Limited are unanimously in favour of the proposed merger."

Note 1 - Please see Appendix III for further details of the shareholder undertakings, including notes 3 to 4 in relation to the undertaking of GLG.

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Investor Contacts: ORP

See Hanson Westhouse below

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The summary forms part of and should be read in conjunction with this Announcement and Appendices. Appendix I of the Announcement sets out the conditions and principal further terms of the Scheme. Appendix II of the Announcement contains information on sources and bases used in the Announcement. Appendix III of the Announcement details the holdings of OSI and ORP in respect of which irrevocable undertakings have been received. Certain terms used in the Announcement are defined in Appendix IV of the Announcement.

Terms used in this summary but not defined herein shall have the meaning given to them in the full text of the Announcement.

Liberum Capital and Smith & Williamson, which are authorised and regulated in the United Kingdom by the Financial Services Authority, are acting exclusively for OSI and no-one else in connection with the Merger and will not be responsible to anyone other than OSI for providing the protections afforded to clients of Liberum Capital or Smith & Williamson or for providing advice in relation to the Merger.

Hanson Westhouse, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for ORP and no-one else in connection with the Merger and will not be responsible to anyone other than for providing the protections afforded to clients of Hanson Westhouse or for providing advice in relation to the Merger.

The OSI Directors accept responsibility for the information contained in this announcement other than that relating to ORP and the ORP Group, the ORP Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the OSI Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The ORP Directors accept responsibility for the information contained in this announcement relating to ORP, the ORP Group and themselves and their immediate families, related trusts and connected persons only. To the best of the knowledge and belief of the ORP Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Announcement is not intended to, and does not, constitute or form any part of an offer to sell or an invitation to purchase or subscribe for any securities or the solicitation of an offer to buy or subscribe for any securities pursuant to the Merger or otherwise. The offer will be made solely on the basis of the Scheme Circular, the Forms of Proxy and the Form of Election, which will contain the full terms and conditions of the Merger.

*The Scheme Circular will be posted to those shareholders able to receive it in due course. **ORP Shareholders receiving it are advised to read the formal documentation in relation to the Merger carefully, once it has been dispatched, as it will contain important information.***

The distribution of this Announcement in jurisdictions other than the United Kingdom, Guernsey and the Isle of Man may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK, Guernsey and the Isle of Man should inform themselves about, and observe, any applicable requirements. This Announcement has been prepared for the purposes of complying with English, Guernsey and Isle of Man law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of England, Guernsey and the Isle of Man.

No statement in this Announcement is intended as a profit forecast or profit estimate and no statement in this announcement should be interpreted to mean that the future earnings per share of the Enlarged Group for current or future financial periods will necessarily match or exceed the historical or published earnings per share of ORP and/or OSI.

Neither the content of OSI's or ORP's website (or any other website) nor the content of any website accessible from hyperlinks on any such website is incorporated into, or forms part of, this Announcement.

Cautionary and forward-looking statements

This Announcement contains a number of "forward-looking statements" relating to OSI and ORP and the business sectors in which they operate. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or similar expressions identify forward-looking statements. Such statements reflect the relevant company's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond the companies' abilities to control or estimate precisely, such as future market

conditions, changes in general economic and business conditions, introduction of competing products and services, lack of acceptance of new products or services and the behaviour of other market participants. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, neither OSI nor ORP (as the case may be) can give any assurance that such expectations will prove to have been correct. You should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this Announcement.

Notification to Guernsey Financial Services Commission

ORP is authorised as an Authorised Closed-ended investment scheme by the Guernsey Financial Services Commission under Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended and the Authorised Closed-Ended Investment Schemes Rules 2008 made thereunder (the "Rules"). Notification of the Merger has been made to the Guernsey Financial Services Commission in accordance with the Rules.

Dealing disclosure requirements

Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, "interested" (directly or indirectly) in, one per cent or more of any class of "relevant securities" of ORP or OSI, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be notified to a Regulatory Information Service and the Panel by not later than 3.30pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes effective or lapses or is otherwise withdrawn or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of ORP or OSI, they will be deemed to be a single person for the purpose of Rule 8.3 of the City Code.

Under the provisions of Rule 8.1 of the City Code, all "dealings" in "relevant securities" of ORP or OSI by OSI or ORP, or by any of their respective "associates" must also be disclosed by no later than 12 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at www.thetakeoverpanel.org.uk.

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the City Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Panel's website at www.thetakeoverpanel.org.uk or contact the Panel on telephone number +44(0)20 7638 0129; fax number +44(0)20 7236 7013.

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SUCH JURISDICTION.**

16 October 2009

**RECOMMENDED MERGER OF ORIGO SINO-INDIA PLC
("OSI") AND ORIGO RESOURCE PARTNERS LIMITED
("ORP")**

**(to be implemented by way of a scheme of arrangement
under Part VIII of the Companies (Guernsey) Law, 2008)**

1 Introduction

The directors of OSI and ORP are pleased to announce that they have reached agreement on the terms of the recommended Merger of OSI and ORP by way of a Court-sanctioned scheme of arrangement (under Part VIII of the Companies (Guernsey) Law, 2008) pursuant to which all of the

outstanding issued share capital of ORP will be acquired by OSI. The transaction will constitute a reverse takeover of OSI for the purposes of the AIM Rules.

Implementation of the Merger will result in Scheme Shareholders exchanging their outstanding ORP Ordinary Shares pursuant to the Scheme for New OSI Shares, or for up to 10 per cent. of the outstanding ORP Ordinary Shares receiving payment in cash under a partial cash alternative described in paragraph 2 below.

2 Terms of the Merger

The Merger provides for the acquisition of the ORP Ordinary Shares to be effected by way of a Court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law, 2008. The Merger consists of the Scheme, the ORP Warrant Proposals and the proposed Re-admission.

The Scheme

Under the Scheme, Scheme Shareholders will be entitled to elect:

- (i) for all of the ORP Ordinary Shares registered in their name at the Scheme Record Time to be exchanged on the Effective Date for New OSI Shares on the basis set out below (the "**Share Offer**"); or
- (ii) to receive payment in cash, on the basis set out below, for up to 10 per cent. of the outstanding ORP Ordinary Shares, which shares will be repurchased by ORP and cancelled on the Effective Date (the "**Partial Cash Alternative**"). Scheme Shareholders who elect for the Partial Cash Alternative will be able to decide whether to tender some or all of their Scheme Shares within the overall limits of the Partial Cash Alternative. Tenders in excess of a Scheme Shareholder's Basic Entitlement (as defined below) will only be accepted to the extent that other Scheme Shareholders do not elect, or only tender in part, for the Partial Cash Alternative, and the remaining Scheme Shares held by ORP Shareholders accepting the Partial Cash Alternative will be exchanged for New OSI Shares on the same basis as the Share Offer.

The Share Offer

All Scheme Shares which are not repurchased pursuant to the Partial Cash Alternative will be exchanged for New OSI Shares on the Effective Date on the following basis:

For each Scheme Share 2.8 New OSI Shares

The ratio of New OSI Shares to ORP Ordinary Shares under the Share Offer is based on the relative net asset value per share of each of OSI and ORP as at 30 June 2009, as stated in their respective Interim Reports for the six months to 30 June 2009. The ratio is not subject to any adjustment and no further estimated net asset value per share is to be calculated prior to the Effective Date for either company, and hence will not take into account any movements (upwards or downwards) in the fair value of each company's investment portfolios.

Fractional entitlements to New OSI Shares arising after calculation of each Scheme Shareholder's entitlement under the terms of the Scheme will be disregarded and will not be issued.

The Scheme, if approved and implemented, will result in the issue of in aggregate approximately 122.5 million New OSI Shares representing approximately 56 per cent. of the enlarged share capital of OSI (assuming no further issue of OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full).

The Partial Cash Alternative

Scheme Shareholders who elect for the Partial Cash Alternative will be entitled to receive a cash payment of 45p per Scheme Share in relation to up to 10 per cent. (rounded down to the nearest whole number) of the Scheme Shares held by them at the Scheme Record Time (the "**Basic Entitlement**"). Scheme Shareholders will be able to decide whether to tender some or all of their Scheme Shares within the overall limits of the Partial Cash Alternative (but tenders in excess of a Scheme Shareholder's Basic Entitlement will only be accepted to the extent that other Scheme Shareholders do not elect for the Partial Cash Alternative or tender less than their Basic Entitlement and will be allocated *pro rata* according to the shareholdings of the Scheme Shareholders so tendering). The remaining Scheme Shares held by Scheme Shareholders who

elect for the Partial Cash Alternative will be exchanged for OSI Ordinary Shares on the Effective Date on the same basis as the Share Offer.

The cash payment of 45p per Scheme Share is equal to the highest closing bid price available from registered market makers in ORP Ordinary Shares on 15 October 2009, being the day prior to release of this Announcement.

The Warrant Proposals

Following the granting of the Court Order approving the Scheme, ORP Warranholders will be given notice pursuant to paragraph 3(c) of the ORP Warrant Instrument of their entitlement to exercise their ORP Warrants within a period of 30 days following the date of the notice. In the event that such ORP Warrants are not exercised before the expiry of this period any outstanding ORP Warrants will lapse and be of no further effect. ORP Warranholders will not be offered comparable warrants in OSI pursuant to the Scheme.

At the ORP EGM (which will be held immediately after the conclusion of the Scheme Court Meeting) the articles of association of ORP will be amended to insert a new article to the effect that where any new ORP Ordinary Shares are issued after the Scheme Record Time such holder will be obliged to immediately transfer such shares to OSI who shall be obliged to acquire such ORP Ordinary Shares in exchange for New OSI Shares on the same basis as the Share Offer set out above. This new provision will therefore apply to any ORP Ordinary Shares issued pursuant to the exercise of ORP Warrants after the Scheme Record Time.

General

The rights attaching to the New OSI Shares will be substantially the same as those attaching to the ORP Ordinary Shares. A summary of the rights attaching to the New OSI Shares and of the articles of association of OSI will be set out in the Re-admission Document which will be sent to Scheme Shareholders together with the Scheme Circular.

The Scheme Shares will be acquired fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and other third party rights or interests of any nature whatsoever and together with all rights now or hereafter

attaching to them, including the right to receive and retain all dividends and other distributions declared, made on or after the date of this Announcement.

The Merger will be subject to the conditions and further terms set out in the paragraphs contained in Appendix I to this Announcement and to be set out in the Scheme Circular.

3 Background to and reasons for the Merger

The Merger creates a single listed entity for investors to access exposure to predominantly China-linked private equity opportunities identified by OSI's management team.

The Merger creates a company with a broadened institutional shareholder base and with a pro forma combined market capitalisation of approximately £37 million, based on the closing price of OSI at 15 October 2009, and on the number of OSI Shares in issue on completion of the Merger (assuming no further issue of OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full).

Following the Merger, the combined investment portfolio of the Enlarged Group will consist of 15 companies with an, in aggregate, value of £53.8 million, based on valuations as at 30 June 2009 providing investors in each of OSI and ORP greater diversification in terms of sector and the number of holdings.

The Merger will result in an investment company which will seek to pursue predominantly China-linked investment opportunities in what currently is believed to be an attractive asset price environment. OSI believes that the prospects for China-related private equity investments remain attractive, with growth in the Chinese economy remaining strong, Chinese equity markets performing well relative to others and the initial public offering market in China having been active during this year.

OSI has a number of investment opportunities at an advanced stage which amount, in aggregate, to in excess of US\$50 million, in the clean technology and agricultural sectors. Following the Merger, OSI intends to deploy capital for new investments of approximately US\$25 million prior to the end of 2009. Following the Merger, OSI intends, subject to shareholder approval, to broaden its investment mandate to include public equities (limited to up to 20 per cent. of available cash

resources) so as to provide the potential for an increased proportion of shorter-term realisations on investments.

OSI will, following the Merger, predominantly focus on China-linked business development opportunities utilising its China based team and its team's predominantly China specific skill sets. OSI will continue to pursue new asset management and consulting initiatives, such as the establishment of China based joint ventures with financial institutions to raise and manage RMB funds, as well as incremental transaction advisory services opportunities.

4 Independent Board of OSI and Independent Board of ORP

The Independent OSI Board is chaired by Wang Chao Yong and also includes as members Christopher Jemmett and Dipankar Basu.

The Independent ORP Board is chaired by Charles Wilkinson and also includes as members Richard Battey and Peter Radford.

As executive directors of both OSI and ORP, Niklas Ponnert and Christopher Rynning are deemed to be non-independent directors of both companies and consequently will not vote on any resolutions of the Independent OSI Directors or the Independent ORP Directors to recommend the Merger.

5 OSI Shareholder approval and recommendation of the Independent Board

The Independent OSI Board, which has been so advised by Liberum Capital, considers the terms of the Merger to be fair and reasonable. In providing its financial advice to the Independent OSI Board on the Merger, Liberum Capital have taken into account the commercial assessments of the Independent OSI Directors.

Accordingly, the Independent OSI Directors intend unanimously to recommend that OSI Shareholders vote in favour of the Merger, as the Independent OSI Directors intend to do in respect of their own beneficial holdings (representing, at the date of this Announcement, approximately 2.2 per cent. of the issued ordinary share capital of OSI).

The Merger is conditional *inter alia* on the approval of OSI Shareholders at an extraordinary general meeting of OSI to approve the implementation of the Merger, by way of a reverse takeover, and such other matters as may be considered necessary or desirable in connection with the Merger.

6 ORP Shareholder approval and recommendation of the Independent ORP Board

The Independent ORP Board, which has been so advised by Hanson Westhouse, considers the terms of the Merger to be fair and reasonable. In providing its advice to the Independent ORP Board, Hanson Westhouse have taken into account the commercial assessments of the Independent ORP Directors.

The Independent ORP Directors intend unanimously to recommend that ORP Shareholders vote in favour of the Scheme at the Scheme Court Meeting and the ORP EGM, as they have irrevocably undertaken to do themselves in respect of all their own beneficial holdings of ORP Ordinary Shares (if any). As at 15 October 2009, being the last Business Day prior to this Announcement, the ORP Directors do not hold any ORP Ordinary Shares.

ORP Shareholders considering voting in favour of the Scheme are referred to the investment considerations which will be set out in the Scheme Circular. If you are in any doubt as to the action you should take, you should seek your own financial advice from an independent financial adviser.

7 Information on OSI

OSI is an established private equity investor and strategic consultancy business, which provides its shareholders with exposure to growth opportunities and private equity returns in China and India. OSI's business model is to generate capital gains from private equity investment in growth companies from which it also generates fees for consultancy services related to further fundraisings, M&A and strategic development.

OSI provides consultancy services to ORP, which is an investment company that raised £48.6 million in gross proceeds through an IPO in December 2007.

Through a placement of new ordinary shares in OSI in March

2008, funds managed by GLG Partners LP ("GLG") invested approximately £17 million bringing their total interest in OSI to approximately 29.6 per cent. of the Company's outstanding share capital. OSI and GLG also entered into an agreement whereby OSI will provide GLG research services for a three year period for a fee of £3 million.

OSI has a portfolio of investments in a range of industrial sectors, including metals and mining, agriculture, renewable energy/clean technology, and technology, telecom and media. OSI's results for the six months ended 30 June 2009 showed an unaudited net asset value of £36.6 million, including cash of £13.1 million and no debt, with an unaudited net asset value per OSI Ordinary Share at 30 June 2009 of 38 p.

For further information on OSI go to www.origopl.com

8 Information on ORP

ORP was incorporated with limited liability in Guernsey on 26 November 2007 as a closed-ended investment company. ORP was established to provide its shareholders with capital appreciation primarily from investments in equity and equity-linked instruments in private, unlisted companies whose primary business is related to the natural resource sectors in China and India.

ORP invests in private-equity natural resources opportunities in China and India. ORP adopts a partnership investing approach targeting investment opportunities at face value with world class sector partners. ORP has a portfolio of investments in the metals and mining, agriculture and renewable energy/clean technology sectors.

ORP's results for the six months ended 30 June 2009 showed an unaudited net asset value of US\$85.2 million (£51.7 million), including cash of US\$31.2 million (£18.9 million) and no debt, with a net asset value per ORP Ordinary Share at 30 June 2009 of US\$1.75 (106 p) per share.

For further information on ORP go to www.origoresourcespartners.com

9 Board of directors, management and employees

The board of directors of OSI post the Merger (when it will

become the holding company of the Enlarged Group) will comprise Wang Chao Yong (Executive Chairman), Chris Rynning (CEO), Niklas Ponnert (CFO), Christopher Jemmett (Deputy Chairman) and Dipankar Basu (Non-Executive Director).

OSI intends to safeguard fully the existing employment rights of employees, including in relation to pensions, of both OSI and ORP (if any), as required by applicable law and the relevant employment contracts. OSI does not currently have plans to change the principal locations of ORP's business or to redeploy its fixed assets.

10 OSI Management incentive arrangements

Termination of ORP investment support agreement

Subject to the Scheme becoming effective, the Investment Support Agreement (under which Origo Advisors Limited ("**OAL**") provides consultancy services to ORP) will be terminated. OAL is a company of which Chris Rynning and Niklas Ponnert, who are both OSI Directors and ORP Directors, are the beneficial shareholders. Under the Investment Support Agreement, if the agreement were to be terminated in mid-December 2009 (assuming completion of the Merger) (1) an amount estimated to be in the region of US\$ 3.4 million would be payable to OAL in respect of the advisory fees due for the termination notice period expiring on 14 December 2011, and (2) certain performance fee entitlements would remain outstanding. OAL has agreed to waive all fee entitlements on termination, in consideration for a one-off payment of US\$1 million. On or around the date of this Announcement, Chris Rynning and Niklas Ponnert, and other OSI Directors and employees intend to invest in aggregate approximately US\$0.5 million in acquiring existing OSI Shares, in conjunction with participation in an employee share ownership scheme described below.

Employee Share Ownership Scheme

The OSI Directors have established a joint share ownership scheme ("**JSOS**"), as of 12 October 2009, in which certain executives will be invited to participate. Under the JSOS employees will jointly acquire existing OSI Shares together with an employee benefits trust ("**EBT**") which has also been established by OSI, as of 15 October 2009. Under this

arrangement the employees will, subject to the grant of awards under the EBT which should be at the OSI Directors' discretion, be entitled to any future growth in the value of the jointly owned OSI Shares, while the EBT will retain the residual value of the shares.

It is intended that for every share an employee purchases at market value, the employee will be eligible for joint ownership with the EBT over two OSI Shares under the JSOS. It is expected that the EBT, together with the employees, will initially acquire existing OSI Shares with market value of approximately US\$1.8 million. The jointly owned shares will be acquired by the EBT with funds loaned by OSI.

Participation in the EBT will be subject to terms and restrictions as may be determined from time to time by the OSI Board and its relevant committees. Following completion of the Merger, the EBT will at no time hold more than five per cent of the outstanding share-capital of the Enlarged Group.

Options

OSI will retain its existing unapproved share option scheme. The OSI Directors intend to restrict the number of shares over which options can be outstanding under the scheme to no more than 10 per cent. of the enlarged issue share capital of OSI following completion of the Merger. Subject to board approval at the relevant time, the OSI Directors intend that the exercise price of existing outstanding options under the unapproved scheme will following completion of the Merger be rebased from the current range of 50-60p to 20p or, if higher, 95 per cent. of the market value of the shares on the date of the rebasing. All other terms relating to the unapproved options will remain unchanged.

Long-term investment performance incentive

Following the Merger becoming effective, OSI intends to implement an investment performance incentive arrangement for investment professionals, including Chris Rynning and Niklas Ponnert, involved with OSI's investment portfolio.

This arrangement will be effected via an investment support agreement to be entered into between OSI and OAL, on terms and conditions to be approved by the OSI Directors, under

which it is intended, subject to such approval, that OAL will become entitled to a performance fee with respect to any profitable realisation of an investment of the Enlarged Group on the following basis:

- l a performance incentive shall only be paid only if the Enlarged Group has realised a profit on a realisation in excess of the cost of investment plus a rate of 10 per cent. per annum on a compounding basis up to the date of realisation ("**Performance Hurdle**");
- l if the Performance Hurdle is met, the performance incentive will be an amount equal to 20 per cent. of the excess of the sum of the cost of investment and the Performance Hurdle ("**Performance Incentive**"); and
- l Performance Incentives accruing to OAL shall be payable at the discretion of the OSI Board and its committees, subject to (i) there being no change in control of OSI; and (ii) Chris Rynning and Niklas Ponnert both serving on the OSI Board. Furthermore, the OSI Board will retain its discretion of making additional payments to OAL, Chris Rynning and Niklas Ponnert, management and staff, including discretionary fees, bonuses and other cash (or non-cashed based) incentives and/or equity settled instruments, at anytime in the ordinary course of business.

OAL will also be reimbursed by OSI for all applicable costs and expenses, including the cost of staff and professional services, incurred in providing services to OSI as may be determined by OSI from time to time.

11 Undertakings

OSI Shareholders

OSI has received irrevocable undertakings from the OSI Directors to vote or procure the vote in favour of the resolutions to be proposed at the OSI EGM to approve the Merger, in respect of their own beneficial holdings, representing approximately 15.4 per cent. of the existing issued share capital of OSI.

The undertakings given by the OSI Directors cease to be binding if: (i) this Announcement is not released by 30 October 2009; (ii) the Scheme Circular has not been posted within 28 days (or within such longer period as the Panel may agree, not being more than six weeks) after the announcement of the Scheme; or (iii) if the Scheme lapses or is withdrawn before the date of the OSI EGM.

ORP Shareholders

OSI and ORP have received irrevocable undertakings from the ORP Directors to vote or procure the vote in favour of the resolutions to be proposed at the Scheme Court Meeting and the ORP EGM to approve the Scheme, in respect of their own beneficial holdings (if any). As at 15 October 2009, the last Business Day prior to this Announcement, the ORP Directors do not hold any ORP Ordinary Shares.

The undertakings given by the ORP Directors cease to be binding if: (i) the announcement is not released by 30 October 2009; (ii) the Scheme Circular has not been posted within 28 days (or within such longer period as the Panel may agree, not being more than six weeks) after the announcement of the Scheme; or (iii) if the Scheme lapses or is withdrawn.

OSI and ORP have received undertakings from certain ORP Shareholders (including an irrevocable undertaking from Lansdowne UK Strategic Master Fund Limited ("**Lansdowne**") (excluding GLG (for details of which see below)) to: (i) vote or procure the vote in favour of the resolutions to be proposed at the Scheme Court Meeting and the ORP EGM to approve the Scheme, in respect of their own beneficial holdings, representing approximately 36.0 per cent. of the existing issued share capital of ORP and (ii) not accept or procure that there is no acceptance of the Partial Cash Alternative in respect of such number of ORP Ordinary Shares held by them.

The undertakings given by such ORP Shareholders cease to be binding if: (i) the announcement is not released by 16 October 2009; (ii) the Scheme Circular has not been posted within 28 days (or within such longer period as the Panel may agree, not being more than six weeks) after the announcement of the Scheme; or (iii) if the Scheme lapses or is withdrawn.

Combined Shareholdings

OSI and ORP have also received an irrevocable undertaking from GLG to instruct the registered holders of the OSI Shares and the ORP Ordinary Shares beneficially owned by GLG: (i) to vote in favour of the resolutions to be proposed at the OSI EGM to approve the Merger, in respect of GLG's beneficial holdings in OSI, representing approximately 26.0 (note 2) per cent. of the existing issued share capital of OSI; (ii) to vote in favour of the resolutions to be proposed at the Scheme Court Meeting and the ORP EGM to approve the Scheme, in respect of GLG's beneficial holdings in ORP, representing approximately 24.6 (note 2) per cent. of the existing issued share capital of ORP; and (iii) to accept the Partial Cash Alternative in respect of such number of ORP Ordinary Shares beneficially owned by GLG as will prevent, prior to or on the Scheme becoming effective, its interest in the OSI Shares or other relevant securities ("**OSI Securities**") of OSI (taken together with the interests in OSI Securities of any persons with whom GLG are acting in concert (as such term is defined in the City Code)) reaching a level at which it could be required to make an offer to the holders of OSI Securities pursuant to Article 45 of OSI's articles of association.

The undertakings given by GLG cease to be binding if: (i) the announcement is not released by 16 October 2009; (ii) the Scheme Circular has not been posted within 28 days (or within such longer period as the Panel may agree, not being more than six weeks) after the announcement of the Scheme; or (iii) if the Scheme lapses or is withdrawn.

Further details of these undertakings are set out in Appendix III to this Announcement.

Note 2 - Please see notes 3 to 4 in Appendix III for further details of the GLG undertaking.

12 Structure of the Scheme and Conditions

The Merger is expected to be effected by means of the Scheme, pursuant to Part VIII of The Companies (Guernsey) Law, 2008, between ORP and Scheme Shareholders. This procedure involves, amongst other things, an application by ORP to the Court to sanction the Scheme.

The implementation of the Scheme will be subject to the conditions and further terms referred to in Appendix I to this

Announcement and to be set out in full in the Scheme Circular. To become effective, the Scheme will require, amongst other things, the following events to occur on or before 16 April 2010 or such later date (if any) as OSI and ORP may, with the consent of the Panel agree and (if required) the Court may approve:

- ┆ the Scheme being approved by a majority in number representing 75 per cent. or more in value (excluding any treasury shares) of the Scheme Shareholders present and voting, either in person or by proxy, at the Scheme Court Meeting (or at any adjournment thereof);
- ┆ all resolutions necessary to approve and implement the Scheme as set out in the notice of the ORP EGM being duly passed by the requisite majority at the ORP EGM or at any adjournment of that meeting;
- ┆ all resolutions necessary to approve, implement and effect the Merger, by way of a reverse takeover, being duly passed at the OSI EGM (or at any adjournment thereof) as set out in the notice of the OSI EGM; and
- ┆ the Court sanctioning the Scheme (with or without modification, on terms agreed by the OSI and ORP).

Upon the Scheme becoming effective, it will be binding on all ORP Shareholders, irrespective of whether or not they attended and/or voted at the Meetings (and if they attended and voted, whether or not they voted in favour).

The Scheme Circular, containing further details of the Merger (including notices of the Meetings), together with Forms of Proxy and a Form of Election, will be despatched to ORP Shareholders, and, for information only, to ORP Warranholders within 28 days of this Announcement, unless otherwise agreed with the Panel. A resolution to approve the Merger will be put to ORP Shareholders at the Scheme Court Meeting. ORP Shareholders will also receive a copy of the Re-admission Document.

Subject to the approval of the ORP Shareholders and the

satisfaction or waiver of the other conditions, it is expected that the Scheme will become effective during December 2009.

13 Delisting and re-registration

Upon or shortly after the Effective Date, the London Stock Exchange and the CISX will be requested to cancel trading in ORP Shares and ORP Warrants on AIM and the CISX, and to cancel the listing of ORP Shares on the CISX. ORP Shareholders should note that New OSI Shares which they may receive pursuant to the Scheme will be admitted to trading on AIM only. Consequently, the New OSI Shares will not be eligible to be held in the stocks and shares component of an UK ISA. Further details of the tax consequences of the Scheme for UK resident ORP Shareholders will be set out in the Scheme Circular.

On the Effective Date, share certificates in respect of the ORP Ordinary Shares will cease to be valid and should be destroyed. In addition, entitlements to ORP Ordinary Shares held within the CREST system will be cancelled on the Effective Date. It is intended to seek revocation of ORP's Guernsey regulatory authorisation as an authorised closed-ended collective investment scheme following completion of the Merger.

14 Financing

The cash consideration payable by ORP pursuant to the terms of the Partial Cash Alternative is being funded using the ORP Group's existing resources.

Hanson Westhouse, as financial adviser to ORP, is satisfied that sufficient resources are available to ORP to satisfy, in full, the consideration payable under the Partial Cash Alternative.

15 Implementation Agreement

OSI and ORP have entered into an Implementation Agreement which contains, amongst other things, certain obligations and commitments in relation to implementation of the Merger on a timely basis, non-solicitation undertakings by ORP and provisions in relation to the conduct of ORP's business.

Under the Implementation Agreement, ORP has agreed, subject to applicable fiduciary duties, amongst other things that:

(a) it shall and it shall procure that its directors and its advisers shall not directly or indirectly, solicit, initiate, discuss or negotiate any offer from any third party (or provide any information to any other third party in respect thereof except to the extent required by Rule 20.2 of the City Code relating to an offer for ORP's securities or assets); and

(b) it shall proactively share the details of any approaches (including, without limitation, as to price, form of consideration and the nature of the party approaching and any changes to the foregoing) and any information that it is required by any applicable laws, regulations and/or fiduciary duties to provide to third parties.

The Implementation Agreement terminates in certain circumstances, including:

- | if the Scheme lapses or terminates, unless OSI has elected prior to such time, to implement the Merger by way of a takeover offer;
- | if OSI elects to implement the Merger by way of a takeover offer, the offer is withdrawn by OSI (with the consent of the Panel, if required) or lapses;
- | if a Competing Proposal becomes or is declared wholly unconditional, is completed or a scheme in connection with such Competing Proposal becomes effective; or
- | if the Merger has not become effective by the date falling six months after the date of this Announcement or such later date (if any) as OSI and ORP may agree in writing (subject to the consent of the Panel and the sanction of the Court).

16 Disclosure of interests in ORP Ordinary Shares and ORP Warrants

OSI and ORP have, as applicable, received the irrevocable undertakings as described in paragraph 10 above.

As at the close of business on 15 October 2009, being the last Business Day prior to this Announcement, other than pursuant to the irrevocable undertakings referred to at paragraph 11 above, neither OSI, nor any of the OSI Directors nor, so far as OSI is aware, any party acting in concert with OSI, had: (i) any interest in or right to subscribe for any relevant securities of ORP; (ii) any short positions in respect of relevant securities of ORP (whether conditional or absolute and whether in the money or otherwise), or (iii) any arrangement in relation to relevant securities of ORP. For these purposes, "arrangement" includes any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery and borrowing and lending of relevant securities of ORP. An "arrangement" also includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to relevant securities of ORP which may be an inducement to deal or refrain from dealing in such securities.

In view of the requirement for confidentiality, it has not been possible to ascertain all of the interests and dealings in relevant securities of ORP of all relevant persons who may be deemed by the Panel to be acting in concert with it for the purposes of the Merger. Any such additional interest(s) or dealing(s) will be discussed with the Panel and, as necessary, will be disclosed to ORP Shareholders in the Scheme Circular or announced if requested by the Panel.

"Interests in securities" is further explained in the paragraph headed **Dealing disclosure requirements** in the summary to this Announcement.

17 Overseas shareholders

The making of the Merger proposals in, or to persons resident in, or to nationals or citizens of, jurisdictions outside the United Kingdom or to nominees of, or custodians or trustees for, citizens or nationals of other countries ("**Overseas Securityholders**") may be prohibited or affected by the laws of the relevant jurisdictions. It is the responsibility of such Overseas Securityholders to inform themselves about and observe any applicable legal requirements. No person receiving a copy of the Scheme Circular, Forms of Proxy, Form of Election and/or Re-admission Document in any jurisdiction other than the UK may treat the same as constituting an invitation or

offer to him, nor should he in any event use such Forms of Proxy or Form of Election, if, in the relevant jurisdiction, such invitation or offer cannot lawfully be made to him or such Forms of Proxy or Form of Election cannot lawfully be used without contravention of any relevant or other legal requirements.

In such circumstances, the Scheme Circular, Forms of Proxy, Form of Election and/or Re-admission Document are sent for information only. It is the responsibility of such Overseas Securityholder receiving a copy of a Scheme Circular, Forms of Proxy, Form of Election and/or Re-admission Document and wishing to accept the Merger proposals to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Merger proposals, including obtaining any governmental, exchange control or other consents which may be required, and compliance with other necessary formalities needing to be observed and payment of any issue, transfer or other taxes or duties due in such jurisdiction. Any such Overseas Securityholder will be responsible for any such issue, transfer or other taxes or duties by whomsoever payable and OSI and/or ORP (and any person acting on behalf of OSI or ORP) shall be fully indemnified and held harmless by such Overseas Securityholder for any such issue, transfer or other taxes or duties or other requisite payments as OSI and/or ORP (and any person acting on behalf of OSI or ORP) may be required to pay.

18 Issued share capital

As at close of business on 15 October 2009, OSI confirms that it has 97,547,877 OSI Ordinary Shares in issue (ISIN reference number IM00B1G3MS12) and 25,673,238 OSI Warrants in issue (ISIN reference number IM00B1L0NL78).

As at close of business on 15 October 2009, ORP confirms that it has 48,600,000 ORP Ordinary Shares in issue (ISIN reference number GG00B296Z746) and 9,720,000 ORP Warrants in issue (ISIN reference number GG00B296ZD06).

OSI is being advised by Liberum Capital and Smith & Williamson and its legal advisers are Charles Russell LLP. ORP is being advised by Hanson Westhouse and its legal advisers are Lawrence Graham LLP.

19 General

OSI reserves the right, subject to the prior consent of the Panel, to elect to implement the acquisition of the ORP Ordinary Shares by way of a takeover offer (as such term is defined in Part XVIII of the Companies Law). In such event, such a takeover offer will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme. Furthermore, if sufficient acceptances of such offer are received and/or sufficient ORP Ordinary Shares are otherwise acquired, it is the intention of OSI to apply the provisions of Part XVIII of the Companies Law to acquire compulsorily any outstanding ORP Ordinary Shares to which such offer relates.

The Merger will be subject to the Conditions and certain further terms set out in Appendix I and the further terms and conditions set out in the Scheme Circular when issued.

The bases and sources of certain information contained in this Announcement are set out in Appendix II.

Certain terms used in this Announcement are defined in Appendix IV.

In accordance with Rule 19.11 of the City Code, a copy of this Announcement will be published on the following websites: www.origoresourcepartners.com and www.origopl.com

Appendix I

Conditions and Further Terms of the Merger

Part A - Conditions of the Merger

1 The Merger will be conditional upon the Scheme becoming unconditional and becoming effective, subject to the City Code, by no later than, or such later date (if any) as OSI and ORP may, with the consent of the Panel, agree and (if required) the Court may approve.

2 The Scheme will be subject to the following conditions:

(i)

(A) approval of the Scheme by a majority in number of

the Scheme Shareholders entitled to vote and present and voting, either in person or by proxy, at the Scheme Court Meeting (or at any adjournment of such meeting), representing no less than 75 per cent. in value of the Scheme Shares (excluding any shares held in treasury) so voted;

(B) all resolutions necessary to approve and implement the Scheme as set out in the notice of the ORP EGM being duly passed by the requisite majority at the ORP EGM or at any adjournment of that meeting;

(C) the sanction of the Scheme without modification or with modification as agreed by ORP and OSI) by the Court;

(D) all resolutions necessary to approve, implement and effect the Merger, by way of a reverse takeover, being duly passed at the OSI EGM (or at any adjournment thereof) as set out in the notice of the OSI EGM; and

(E) admission of the New OSI Shares to trading on AIM becoming effective in accordance with the AIM Rules or if OSI so determines (subject to the consent of the Panel) the London Stock Exchange agreeing to admit such shares to trading on AIM subject to the allotment of such New OSI Shares and/or the Scheme becoming or being declared unconditional in all respects;

(ii) to the extent that any merger control consents or approvals are required in relation to the proposed acquisition of ORP by OSI according to the law of any jurisdiction, no competent competition authority issuing a decision opposing the proposed acquisition in accordance with the relevant law;

3 In addition, OSI and ORP have agreed that, subject to Part B below, the Scheme will also be conditional upon the following matters and, accordingly, the necessary actions to make the Scheme effective will not be taken unless such conditions (as amended if appropriate) have been satisfied or waived:

(a) save as fairly disclosed in ORP's annual report and accounts for the year ended 31 December 2008 or

as publicly announced by ORP, prior to the Announcement Date, no Third Party having decided or given notice of a decision to take, institute or threaten any action, proceeding, suit, investigation, enquiry or reference, or having required any action to be taken, or otherwise having done anything, or having enacted, made or proposed and there not continuing to be outstanding any statute, regulation, decision or order of any Third Party which would:

(i) make the Merger or its implementation or the acquisition by OSI of any ORP Shares, or the acquisition of control of ORP, by any member of the Wider OSI Group, void, illegal or unenforceable under the laws of any relevant jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, challenge, delay, hinder or otherwise interfere with the same, or impose material additional adverse conditions or obligations with respect thereto, or otherwise challenge or require amendment to the terms of the Scheme or the Merger;

(ii) require, prevent or delay the divestiture by any member of the Wider OSI Group or by any member of the Wider ORP Group of all or any portion of their respective businesses, assets or properties or impose any limitation on the ability of any member of the Wider OSI Group or any member of the Wider ORP Group to conduct their respective businesses (or any part of them) or to own or control their respective assets or properties or any part of them to an extent in any such case which is material in the context of the Wider OSI Group or the Wider ORP Group;

(iii) impose any material limitation on, or result in a delay in, the ability of any member of the Wider OSI Group, directly or indirectly, to acquire or to hold or to exercise effectively all or any rights of ownership in respect of shares, loans or other securities (or the equivalent) in any member of the Wider ORP Group or to exercise management control over any such member;

(iv) otherwise adversely affect in any material

respect any or all of the businesses, assets, liabilities, profits or prospects of any member of the Wider OSI Group or any member of the Wider ORP Group (including any action which would or might adversely affect or prejudice any of the status, licences, authorisations, exemptions or consents of any member of the Wider OSI Group or of the Wider ORP Group);

(v) save pursuant to the Scheme or Part XVIII of the Companies Law, require any member of the Wider OSI Group or the Wider ORP Group to acquire, or offer to acquire, any shares or other securities (or the equivalent) in any member of the Wider ORP Group or any asset owned by any Third Party;

(vi) render OSI unable to acquire some or all of the ORP Shares or require a divestiture by OSI or any member of the Wider OSI Group of any shares or other securities (or the equivalent) in ORP;

(vii) materially limit the ability of any member of the Wider OSI Group or the Wider ORP Group to co-ordinate or integrate its business, or any part of it, with the business or any part of the business of any other member of the Wider OSI Group or of the Wider ORP Group; or

(viii) result in any member of the Wider ORP Group ceasing to be able to carry on business under any name which it presently does so to an extent which is materially adverse in the context of the Wider ORP Group taken as a whole,

and all applicable waiting and other time periods during which any such Third Party could decide to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference under the laws or regulations of any relevant jurisdiction in respect of the Merger having expired, lapsed or been terminated;

(b) all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances,

notifications, certificates, exemptions, permissions and approvals (**Authorisations**) necessary or appropriate in any relevant jurisdiction for or in respect of the Merger or the proposed acquisition of all or any ORP Shares or other securities in, or control of, ORP by any member of the Wider OSI Group above having been obtained on terms and in a form satisfactory to OSI from all appropriate Third Parties or persons with whom any member of the Wider ORP Group has entered into contractual arrangements and all such Authorisations, together with all Authorisations necessary or appropriate to carry on the business of any member of the Wider ORP Group in any jurisdiction remaining in full force and effect at the time at which the Scheme becomes otherwise unconditional and there being no indication of any intention to revoke, withdraw, suspend, restrict, withhold or modify or not to grant or renew any of the same;

(c) all necessary or appropriate filings or applications having been made in connection with the Merger, and all necessary or appropriate waiting periods (including extensions thereof) in respect of the Merger or its implementation under any applicable legislation or regulations in any relevant jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory or regulatory obligations in any relevant jurisdiction having been complied with in connection with the Merger or the acquisition by any member of the Wider OSI Group of any shares or other securities in, or control of, ORP;

(d) save as fairly disclosed in ORP's annual report and accounts for the year ended 31 December 2008 or as otherwise publicly announced by ORP prior to the Announcement Date or as fairly disclosed by ORP to OSI prior to the Announcement Date, there being no provision of any agreement, authorisation, arrangement, lease, licence, permit or other instrument to which any member of the Wider ORP Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, which in consequence of the Merger or the proposed acquisition by OSI or any member of the Wider OSI Group of any shares or other securities (or the equivalent) in ORP or because of a change in the

control or management of ORP or any member of the Wider ORP Group, would or might reasonably be expected to result, in a manner which could or might be material in the context of the Wider ORP Group taken as a whole, in:

(i) any monies borrowed by or any other indebtedness (actual or contingent) of, or grant available to, any member of the Wider ORP Group, being or becoming repayable or being capable of being declared repayable immediately or prior to their or its stated maturity date or repayment date or the ability of any such member to borrow monies or incur any indebtedness being withdrawn, prohibited or inhibited or becoming capable of being withdrawn, prohibited or inhibited;

(ii) any such agreement, authorisation, arrangement, licence, permit or other instrument or the rights, liabilities, obligations or interests of any member of the Wider ORP Group thereunder being terminated or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken or arising thereunder;

(iii) any assets or interests of, or any asset the use of which is enjoyed by any member of the Wider ORP Group being or falling to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest could be required to be disposed of or charged or cease to be available otherwise than, in any such case, in the ordinary course of business;

(iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any member of the Wider ORP Group, or any such mortgage, charge or other security interest (whenever arising or having arisen) becoming enforceable or being enforced;

(v) the rights, liabilities, obligations or interests of any member of the Wider ORP Group in, or the business of any such member with, any person, company, firm or body (or any agreements or arrangements relating to any such interest or business) being terminated, or adversely modified or adversely affected;

(vi) the value of any member of the Wider ORP Group or its financial or trading position or profits or prospects being prejudiced or adversely affected;

(vii) any member of the Wider ORP Group ceasing to be able to carry on business under any name under which it presently does so;

(viii) the creation or assumption of any liability, actual or contingent, by any member of the Wider ORP Group other than in the ordinary course of business; or

(ix) any liability of any member of the Wider ORP Group to make any severance, termination, bonus or other payment to any of the directors or other officers;

and no event having occurred which, under any provision of any agreement, authorisation, arrangement, lease, licence, permit or other instrument to which any member of the Wider ORP Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would be reasonably likely to result in any of the events referred to in sub-paragraph (i) to (ix) of this paragraph (d);

(e) since 31 December 2008 and save as fairly disclosed in ORP's annual report and accounts for the year then ended or as otherwise publicly announced by ORP prior to the Announcement Date or as fairly disclosed by ORP to OSI prior to the Announcement Date, no member of the Wider ORP Group having:

(i) issued or agreed to issue or authorised or proposed or announced its intention to

authorise or propose the issue of additional shares of any class or securities convertible into or exchangeable for, shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;

(ii) sold or transferred or agreed to sell or transfer any ORP Shares held in treasury;

(iii) otherwise than pursuant to the Merger, recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus issue, dividend or other distribution whether payable in cash or otherwise other than dividends (or other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of ORP to ORP or any of its wholly-owned subsidiaries;

(iv) otherwise than pursuant to the Merger (and save for transactions between ORP and its wholly-owned subsidiaries or other than in the ordinary course of business), implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings in any such case that is material in the context of the Wider ORP Group taken as a whole;

(v) (save for transactions between ORP and its wholly-owned subsidiaries or other than in the ordinary course of business) disposed of, or transferred, mortgaged or created any security interest over any asset or any right, title or interest in any asset that is material in the context of the Wider ORP Group taken as a whole or authorised, proposed or announced any intention to do so;

(vi) (save as between ORP and its wholly-

owned subsidiaries) made or authorised or proposed or announced an intention to propose any change in its loan capital;

(vii) issued, authorised, or proposed or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability or incurred or increased any indebtedness or contingent liability other than in the ordinary course of business (save as between transactions between ORP and its wholly owned subsidiaries);

(viii) otherwise than pursuant to the Merger, purchased, redeemed or repaid, or announced any proposal to purchase, redeem or repay, any of its own shares or other securities or reduced or made any other change to or proposed the reduction or other change to any part of its share capital;

(ix) otherwise than pursuant to the Merger, entered into, implemented, effected, varied, authorised proposed or announced its intention to enter into, any reconstruction, amalgamation, scheme, commitment or other transaction or arrangements otherwise than in the ordinary course of business;

(x) entered into or varied or terminated or authorised, proposed or announced its intention to enter into or vary any material contract, arrangement, agreement transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or is reasonably likely to be restrictive on the business of any member of the Wider ORP Group or the Wider OSI Group or which involves or is reasonably likely to involve an obligation of such a nature or magnitude or which is other than in the ordinary course of business;

(xi) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary the terms of, any contract, service agreement or arrangement with any director or senior executive of any member of the Wider ORP Group save as agreed by OSI in writing;

(xii) terminated or varied the terms of any agreement or arrangement between any member of the Wider ORP Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the financial position or prospects of the Wider ORP Group taken as a whole;

(xiii) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any person employed in the Wider ORP Group;

(xiv) made or agreed or consented to any significant change to the terms of the trust deeds and rules constituting the pension scheme(s) established for its directors, employees or their dependants or to the benefits which accrue, or to the pensions which are payable, thereunder, or to the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined or to the basis upon which the liabilities (including pensions) of such pension schemes are funded or made, or agreed or consented to, any change to the trustees, including the appointment of a trust corporation;

(xv) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease to carry on all or a substantial part of its business;

(xvi) (otherwise than in respect of a member of the Wider ORP Group which is dormant and was solvent at the relevant time) taken or proposed any corporate action, or had any legal proceedings threatened or instituted against it for its winding-up (voluntarily or otherwise), dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, trustee or similar officer of all or any material part of its assets or revenues or any analogous or equivalent steps or proceedings in any relevant jurisdiction having been taken or had any such person appointed;

(xvii) waived or compromised or settled any claim otherwise than in the ordinary course of business;

(xviii) otherwise than pursuant to the Merger, made any alteration to its memorandum or articles of association or other constitutional documents which has not been filed with the Registrar of Companies prior to the Announcement Date; or

(xix) otherwise than pursuant to the Merger, entered into any contract, agreement, commitment or arrangement or passed any resolution or made any offer (which remains open for acceptance) with respect to or, otherwise than pursuant to this Announcement, announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this condition (e);

(f) since 31 December 2008 and save as fairly disclosed in ORP's annual report and accounts for the year then ended or as otherwise publicly announced by ORP prior to the Announcement Date or as fairly disclosed by ORP to OSI prior to the Announcement Date:

(i) there having been no adverse change or deterioration in the business, assets, financial

or trading position or profits or prospects or operational performance of any member of the Wider ORP Group (except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Wider ORP Group taken as a whole);

(ii) no litigation, arbitration proceedings, prosecution or other legal proceedings or investigations having been threatened in writing, announced, instituted or remaining outstanding against or in respect of any member of the Wider ORP Group or to which any member of the Wider ORP Group is or is reasonably likely to become a party (whether as a claimant, defendant or otherwise) and no enquiry or investigation by or complaint or reference to any Third Party against or in respect of any member of the Wider ORP Group having been commenced, announced or threatened in writing by or against or remaining outstanding in respect of any member of the Wider ORP Group in each case which would or might reasonably be expected to have a material adverse effect on the Wider ORP Group taken as a whole;

(iii) no contingent or other liability having arisen or being likely to arise or having become apparent to OSI which would or might reasonably be expected to adversely affect any member of the Wider ORP Group to an extent which is material in the context of the Wider ORP Group taken as a whole; and

(iv) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider ORP Group, which is necessary for the proper carrying on of its business and which is material in the context of the Wider ORP Group taken as a whole;

(g) since 31 December 2008 and save as fairly

disclosed in ORP's annual report and accounts for the year then ended or as otherwise publicly announced by ORP prior to the Announcement Date or as fairly disclosed by ORP to OSI prior to the Announcement Date, OSI not having discovered:

(i) that any financial, business or other information concerning the Wider ORP Group publicly announced or disclosed at any time by or on behalf of any member of the Wider ORP Group to the Wider OSI Group, is misleading, contains a misrepresentation of any fact or omits to state a fact necessary to make that information not misleading and which in any case, is material in the context of the Wider ORP Group taken as a whole;

(ii) that any member of the Wider ORP Group or any partnership, company or other entity in which any member of the Wider ORP Group has a significant economic interest and which is not a subsidiary undertaking of ORP, is subject to any liability, contingent or otherwise;

(iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Wider ORP Group to an extent which is material in the context of the Wider ORP Group taken as a whole;

(iv) that any past or present member of the Wider ORP Group has not complied with all applicable legislation, regulations or other requirements of any relevant jurisdiction with regard to the use, treatment, storage, disposal, discharge, spillage, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or harm human health, or otherwise relating to environmental matters or that there has otherwise been a emission, discharge, disposal, spillage or leak of waste or hazardous substance or any substance likely to impair the environment or harm human health (whether or not the same constituted a non-compliance by

any person with any such legislation or regulations, and wherever the same may have taken place) on or from any land or property of any description or other asset now or previously owned, occupied or made use of by any past or present member of the Wider ORP Group or in which any such member may now or previously have had an interest which would, in any case, be likely to give rise to any liability (whether actual or contingent) on the part of any member of the Wider ORP Group which is material in the context of the Wider ORP Group taken as a whole;

(v) that circumstances exist (whether as a result of the making of this Announcement or otherwise) which would be likely to lead to any Third Party instituting, (or whereby any member of the Wider ORP Group would be likely to be required to institute), an environmental audit or take any steps which would in any such case be likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or other asset now or previously owned, occupied or made use of by any member of the Wider ORP Group, or in which any such member may now or previously have had an interest, which is material in the context of the Wider ORP Group taken as a whole.

Part B - Certain further terms of the Merger

1 The Merger will not proceed if, before the date of the Scheme Court Meeting and the ORP EGM: (a) the Merger is referred to the Competition Commission in the United Kingdom; (b) the European Commission initiates proceedings under Article 6(1)(c) of the Merger Regulation in relation to the Merger; or (c) there is a reference to the Competition Commission following a referral by the European Commission under Article 9.1 of the Merger Regulation.

2 If the Merger is undertaken by way of a takeover offer (as such term is defined in Part XVIII of the Companies Law

("Takeover Offer")) and lapses in accordance with paragraph 1 above not only will such Merger cease to be capable of further acceptance but also the ORP Shareholders and OSI will thereafter cease to be bound by prior acceptances.

3 OSI reserves the absolute right to elect to implement the Merger by way of a Takeover Offer. In such event, such Merger will be implemented on the same terms (subject to appropriate amendments, including (without limitation and subject to the consent of the Panel) an acceptance condition set at 90 per cent. (or such lesser percentage (being more than 50 per cent.) as OSI may decide) of:

(a) the ORP Shares to which such Merger relates; and

(b) the voting rights normally exercisable at a general meeting of ORP, including for this purpose, any such voting rights attaching to ORP Shares that are unconditionally allotted or issued before the Takeover Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise), so far as applicable, as those which would apply to the Scheme.

4 The Scheme will be governed by Guernsey law and be subject to the non-exclusive jurisdiction of the Royal Court of Guernsey, the conditions set out above and the further terms set out in the Scheme Circular.

5 Subject to the requirements of the Panel or the Court, OSI reserves the right to waive, in whole or in part, all or any of Conditions 3(a) to 3(g) inclusive. The Scheme will not become effective unless all Conditions have been fulfilled or (if capable of waiver) waived or, where appropriate, have been determined by OSI to be or remain satisfied by no later than 16 April 2010 (or such later date as OSI, ORP the Panel and, if required, the Court, may allow).

6 OSI shall be under no obligation to waive (if capable of waiver) or treat as fulfilled any of the Conditions in paragraph 3 of Part A by a date earlier than the latest date specified above for the fulfilment thereof, notwithstanding that the other Conditions of the Merger may at such earlier date have been fulfilled and that there are, at such earlier date, no circumstances indicating that any of

such Conditions may be incapable of fulfilment. Each of the Conditions in paragraph 3 of Part A will be regarded as a separate condition and shall not be limited by reference to any other Conditions. The Conditions are inserted for the benefit of OSI and no ORP Shareholder shall be entitled to waive any of the Conditions without the prior written consent of OSI.

7 If OSI is required by the Panel to make an offer for ORP Shares under the provisions of Rule 9 of the City Code, OSI may make such alterations to the above Conditions of the Merger as are necessary to comply with the provisions of that Rule.

Appendix II

Sources and Bases

- a) The combined market capitalisation of OSI and ORP is based upon an undiluted number of OSI Shares of 97,547,877 and the New OSI Shares of 122,472,000 to be issued as calculated as set out in (d) below, and the latest closing price of OSI Shares on AIM on 15 October 2009 of 17.25p.
- b) The market price of OSI Shares is the closing middle market quotation derived from AIM.
- c) The market price of ORP Ordinary Shares is the closing middle market quotation derived from AIM.
- d) The calculation of 122,472,000 New OSI Shares to be issued is based upon ORP's undiluted share capital of 48,600,000 shares on 15 October 2009 multiplied by 2.8 (assuming no further issue of OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full).
- e) The US dollar : sterling exchange rate used in the Announcement is 1.6477, being the exchange rate as at 30 June 2009.
- f) References to percentages of OSI Shares and ORP Shares (pre-Merger) are based respectively on the number of OSI Shares and the number of ORP Shares in issue as at the close of business on 15 October 2009, being the last Business

Day before this Announcement, and do not include any shares issuable pursuant to OSI Warrants or ORP Warrants or any other options or other convertible securities in either company.

g) The percentage holding of ORP Shareholders and OSI Shareholders in OSI post Merger is based on the current undiluted ordinary share capital of OSI as set out in (a) above and the New OSI Shares to be issued as set out in (d) above (assuming no further issue of ORP Ordinary Shares or OSI Shares prior to completion of the Merger and that the Partial Cash Alternative is taken up in full) .

Appendix III

Undertakings

OSI Shareholders

Irrevocable undertakings to vote in favour of the Merger at the OSI EGM (or in the case of GLG to instruct the registered holders to do so) have been received in respect of a total of 40,320,520 OSI Shares, representing approximately 41.3 per cent. of the entire issued share capital of OSI. The following persons have irrevocably undertaken to vote or to instruct the registered holders to vote in favour of the Merger in respect of the specified number of OSI Shares:

Name	Number of OSI Shares	Percentage of issued share capital of OSI
Wang Chao Yong	2,015,640	2.1%
Chris Rynning	12,302,621	12.6%
Niklas Ponnert	577,622	0.59%
Christopher Jemmett	50,000	0.05%
Dipankar Basu	50,000	0.05%
GLG Partners LP	25,324,637 (note 3)	26.0%

ORP Shareholders

Undertakings (including irrevocable undertakings from Lansdowne and GLG) to vote or to instruct the registered holders to vote in favour of the Merger and/or the Scheme at the Scheme Court Meeting and the ORP EGM (or in the case of GLG to instruct the registered holders to do so) have been received in respect of a total of 29,474,950 ORP Ordinary

Shares, representing approximately 60.6 per cent. of the entire issued share capital of ORP. The following persons have irrevocably undertaken to vote in favour of the Scheme in respect of the specified number of ORP Ordinary Shares:

Name	Number of ORP Ordinary Shares	Percentage of issued share capital of ORP
Lansdowne UK Strategic Investment Master Fund Limited	9,350,000	19.2%
F&C Asset Managers Limited, F&C Management Limited	8,172,663	16.8%
GLG Partners LP	11,952,287 (note 4)	24.6%

Note 3 - Of these 25,324,637 OSI Shares, OSI has been informed by GLG that 12,088,248 OSI Shares were custodied with Lehman prior to the Lehman insolvency. GLG has been informed by the Registrar for OSI (via Liberum Capital) that these shares are currently custodied at Bank of New York Nominees / Hanover Nominees - LBB01. GLG cannot confirm where these shares have been custodied by Lehman's administrators (and in what proportions) until the corporate action in respect of the scheme has been announced.

Note 4 - Of these 11,952,287 ORP Ordinary Shares, ORP has been informed by GLG that 1,923,878 ORP Ordinary Shares were custodied with Lehman prior to the Lehman insolvency. GLG has been informed by the Registrar for ORP (via Liberum Capital) that these shares are currently custodied at Bank of New York Nominees. GLG cannot confirm where these shares have been custodied by Lehman's administrators until the corporate action in respect of the scheme has been announced.

Appendix IV

Definitions

AIM	the AIM market of the London Stock Exchange
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange (as amended or reissued from time to time)
Announcement	this announcement made by OSI under Rule 2.5 of the City Code regarding the proposed acquisition of ORP by means of the Scheme
Announcement Date	16 October 2009, being the date of this Announcement
Appendices	the appendices to this Announcement
Basic Entitlement	the entitlement of each ORP

	Shareholder to tender up to ten per cent. of ORP Ordinary Shares registered in each ORP Shareholder's name on the Scheme Record Time rounded down to the nearest whole number
Business Day	a day (excluding Saturdays, Sundays and UK public holidays) on which banks are generally open for business in London, Guernsey and the Isle of Man
CISX	the Channel Islands Stock Exchange, LBG
City Code	the City Code on Takeovers and Mergers issued by the Panel
Companies Law	The Companies (Guernsey) Law, 2008
Competing Offer	<p>(a) any offer (construed in accordance with the City Code, whether or not subject to any pre-condition(s)), possible offer, proposal or indication of interest from, or on behalf of, any person other than OSI or any person acting in concert (as defined in the City Code) with OSI which, if accepted, implemented or otherwise carried out in full, would result in such person, directly or indirectly, acquiring (in one transaction or a series of transactions) (i) control (as defined in the City Code) of, or a substantial equity interest in, ORP or any of its subsidiary undertakings or (ii) a material part of the business or assets of ORP or any of its subsidiary undertakings; or</p> <p>(b) any de-merger and/or any material re-organisation of the ORP Group; or</p> <p>(c) any other agreement, arrangement, transaction or</p>

		series of transactions with a party that is not acting in concert (as defined in the City Code) with OSI which would be inconsistent with or would be reasonably likely to preclude, impede or delay the implementation of the Merger;
Conditions		the conditions to the implementation of the Merger (including the Scheme) set out in Appendix I of this Announcement and "Condition" means any one of them
Court		The Royal Court of Guernsey
CREST		the relevant system as defined in the Uncertificated Securities Regulations 1995 in respect of which Euroclear UK & Ireland Limited is the operator and in accordance with which securities may be held or transferred in uncertificated form
Effective Date		the date on which the Scheme becomes effective in accordance with the Companies Law
Enlarged Group		the OSI Group as enlarged by the Merger
Form of Election		the form for use by ORP Shareholders to elect for either the Share Offer or the Partial Cash Alternative under the Scheme
Forms of Proxy		the forms of proxy for use at the Scheme Court Meeting and the ORP EGM (as applicable)
Hanson Westhouse Implementation Agreement		Hanson Westhouse Limited the agreement between OSI and ORP dated 16 October 2009 in connection with the implementation of the Scheme
Independent Board	ORP	the committee of the board of directors of ORP comprising the Independent ORP Directors
Independent Directors	ORP	Charles Wilkinson, Richard Battey and Peter Radford
Independent OSI Board		the committee of the board of directors of OSI comprising the

Independent Directors	OSI	Independent OSI Directors Wang Chao Yong, Christopher Jemmett and Dipankar Basu
Investment Support Agreement		the agreement between ORP and OAL dated 7 December 2007 relating to certain support services provided to ORP
Liberum Capital London Stock Exchange Meetings		Liberum Capital Limited London Stock Exchange plc or its successor together the Scheme Court Meeting and the ORP EGM
Merger		the merger of OSI and ORP on the terms and conditions set out in this Announcement including the Scheme, the ORP Warrant Proposals, the Re-admission and other matters relevant thereto to be considered by the ORP Shareholders at the ORP EGM
New OSI Shares		the new OSI Shares to be issued as consideration for ORP Ordinary Shares pursuant to the Merger
ORP ORP Directors ORP EGM		Origo Resource Partners Limited the board of directors of ORP the proposed extraordinary general meeting of ORP to be held in connection with, amongst other things, the proposed amendment of the articles of association of ORP
ORP Ordinary Shares		the ordinary shares of nil par value in ORP
ORP Shareholder		a holder of ORP Ordinary Shares
ORP Warrantholder		a holder of ORP Warrants
ORP Warrant Instrument	Warrant	the deed poll of ORP dated 7 December 2007 which constituted the ORP Warrants
ORP Warrant Proposals		the proposal to give ORP Warrantholders notice of their right to exercise their ORP Warrants within a period of 30 days from the Effective Date, following the expiry of which period all outstanding ORP Warrants will lapse and be of no further effect

ORP Warrants	the warrants to subscribe for ORP Ordinary Shares on the terms and conditions set out in the ORP Warrant Instrument
OSI	Origo Sino-India Plc
OSI Directors	the board of directors of OSI
OSI EGM	the proposed general meeting of OSI in connection with the Merger
OSI Group	OSI and its subsidiaries and subsidiary undertakings
OSI Shareholder	a holder of OSI Shares
OSI Shares	the shares that in aggregate comprise the entire issued share capital of OSI
OSI Warrants	the warrants to subscribe for OSI Ordinary Shares on the terms and conditions set out in the OSI Warrant Instrument
OSI Warrant Instrument	the warrant instrument dated 15 December 2006 constituting the OSI Warrants
Panel	the Panel on Takeovers and Mergers
Partial Cash Alternative	has the meaning defined in paragraph 2 of this Announcement
Re-admission	the admission of the entire enlarged issued share capital of OSI (post completion of the Merger) to trading on AIM becoming effective in accordance with the AIM Rules
Re-admission Document	the admission document relating to the Enlarged Group to be prepared in accordance with the AIM Rules
Regulatory Information Service	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list maintained on the London Stock Exchange's website
Scheme	the proposed scheme of arrangement under Part VIII of the Companies Law between ORP and the Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by OSI

	and ORP, the full terms of which will be set out in the Scheme Circular and (as the case may be) any supplemental circular(s)
Scheme Circular	the document to be posted to the ORP Shareholders as soon as practicable following the Announcement Date containing and setting out, amongst other things, the terms and conditions of the Scheme, certain information about OSI and ORP, the Scheme and the notices convening the Scheme Court Meeting and the ORP EGM
Scheme Court Meeting	the meeting convened by order of the Court (and any adjournment thereof) of holders of Scheme Shares in issue at the Voting Record Time to be convened by order of the Court pursuant to Part VIII of the Companies Law to consider and, if thought fit, to approve the Scheme (with or without amendment), notice of which will be set out in the Scheme Circular
Scheme Hearing	the hearing before the Court to approve the Scheme
Scheme Record Time	11.59 p.m. (London time) on the date before the Scheme Hearing (or such other time and/or date as is agreed between OSI and ORP)
Scheme Shareholders	the holders of Scheme Shares
Scheme Shares	<p>(a) the ORP Ordinary Shares in issue at the date of the Scheme Circular;</p> <p>(b) (if any) any ORP Ordinary Shares issued after the date of the Scheme Circular and prior to the Voting Record Time; and</p> <p>(c) (if any) any ORP Ordinary Shares issued on or after the</p>

	Voting Record Time and at or prior to 6.00 pm (London time) on the day before the Scheme Court Meeting either on terms that the original or any subsequent holders thereof shall be bound by the Scheme and/or in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme
	in each case other than any ORP Ordinary Shares beneficially owned by OSI or any member of the OSI Group
Share Offer	has the meaning defined in paragraph 2 of the announcement
Smith & Williamson	Smith & Williamson Corporate Finance Limited
subsidiary and subsidiary undertaking	shall have the meanings respectively ascribed to them in sections 1160 and 1162 of the (UK) Companies Act 2006
Third Party	a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, court, trade agency, professional association, institution, employee representative body or any other such body or person whatsoever in any jurisdiction
UK or United Kingdom	United Kingdom of Great Britain and Northern Ireland
Voting Record Time	the date and time specified in the Scheme Circular by reference to which entitlements to vote on the Scheme will be determined
Wider ORP Group	ORP and its subsidiaries, fellow subsidiary undertakings and any other undertaking in which ORP and/or such undertakings

Wider OSI Group (aggregating their interest) have a significant interest
OSI and its subsidiaries, fellow subsidiary undertakings and any other undertaking in which OSI and/or such undertakings (aggregating their interest) have a significant interest

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