

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Origo Sino-India PLC, you should immediately send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

---

# **ORIGO SINO-INDIA PLC**

(Incorporated in the Isle of Man with Registered No. 116102C)

*Directors:*

Wang Chao Yong (*Executive Chairman*)  
Chris Rynning (*Chief Executive Officer*)  
Dipankar Basu (*Non-Executive Director*)  
Niklas Ponnert (*Chief Financial Officer*)  
Christopher Jemmett (*Non-Executive Director*)

*Registered Office:*

4<sup>th</sup> Floor  
1 Circular Road  
Douglas  
Isle of Man  
IM99 3NZ

**12 June 2009**

**TO: Shareholders and (for information purposes only) option holders and warrant holders of Origo Sino-India Plc (the "Company")**

**Dear Sir or Madam**

## **Notice of Annual General Meeting**

### **1 2009 ANNUAL GENERAL MEETING**

**I have pleasure in enclosing with this letter Origo Sino-India PLC's Annual Report and Accounts for the year ended 31 December 2008.**

**The Company's Annual General Meeting will be held on Monday 13 July 2009 at 13:00 at 4<sup>th</sup> Floor, 1 Circular Road, Douglas, Isle of Man, IM99 3NZ. The notice convening the meeting is set out at the end of this document. I would like to take this opportunity to explain to you the effect of those resolutions which relate to the board or which comprise Special Business to be transacted at the meeting.**

2 **THE AUDITORS**

*Resolutions 2 and 3*

It is proposed by the directors that Ernst & Young LLP be re-appointed as the auditors of the Company until the date of the next annual general meeting of the Company and that the directors of the Company be authorised to fix the remuneration of the auditors as they see fit.

3 **THE BOARD**

*Resolutions 4 and 5*

Christopher Rynning and Christopher Jemmett have both retired as directors by rotation and will stand for re-election in accordance with the Company's articles of association.

4 **THE INVESTMENT POLICY STATEMENT**

*Resolution 6*

The Company's Investment Policy is detailed on page 9 of the Annual Report and Accounts for the year ended 31 December 2008.

It is proposed by the directors that the Investment Policy be approved by the members.

5 **SPECIAL BUSINESS**

*Resolution 7*

Under the Company's Articles of Association, unless otherwise approved by ordinary resolution, the Directors may only issue ordinary shares for cash on a pre-emptive basis, save in certain limited circumstances. These rights of pre-emption were disappplied in respect of the Company's then authorised but unissued ordinary share capital on 31 March 2008 and this disapplication expires at this Annual General Meeting.

An ordinary resolution (Resolution 7) will be proposed to seek such disapplication again over the Company's current authorised but unissued share capital, being over ordinary shares, such disapplication to expire on the earlier of 15 months from the date of the passing of Resolution 7 and the date of the Company's next Annual General Meeting.

6 **ACTION TO BE TAKEN**

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR (or if couriered or hand delivered to Capita Registrars, Proxy dept, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU) as soon as possible and, in any event, so as to arrive not later than 1pm on 11 July 2009. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

7 **RECOMMENDATION**

**The directors recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings, which together amount to 13,672,500 ordinary shares representing approximately 14 per cent. of the present issued share capital of the Company.**

Yours faithfully



Wang Chao Yong  
*Executive Chairman*

Company Number: 116102C

**THE ISLE OF MAN COMPANIES ACTS 1931 to 2004**

**PUBLIC COMPANY LIMITED BY SHARES**

**NOTICE OF ANNUAL GENERAL MEETING**

**of**

**ORIGO SINO-INDIA PLC  
(the "Company")**

Notice is hereby given that the 2009 Annual General Meeting of the Company will be held on 13 July 2009 at 13:00 at 4<sup>th</sup> Floor, 1 Circular Road, Douglas, Isle of Man, IM99 3NZ for the purpose of considering and, if thought fit, passing the following resolutions all of which will be proposed as ordinary resolutions:

**ROUTINE BUSINESS**

Ordinary Resolutions

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2008 together with the directors' report and auditor's report on those accounts.
2. To re-appoint Ernst & Young LLC as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company.
3. To authorise the directors to fix the remuneration of the auditors.
4. To re-appoint Christopher Rynning to the position of director of the Company.
5. To re-appoint Christopher Jemmett to the position of director of the Company.
6. To approve the Investment Policy of the Company.

**SPECIAL BUSINESS**

7. That the provisions of Article 6.1 of the Articles of Association shall not apply to the allotment of any equity securities pursuant to the general authority given to the directors in accordance with the provisions of Article 5 of the Articles of Association and that accordingly, the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such

manner as they see fit up to a maximum nominal amount of £40,245.21 (divided into 402,452,123 ordinary shares of £0.0001 each), without the need to make an offer to those persons who hold equity securities of the same class on the same or more favourable terms in proportion (as near as practicable) to their existing shareholdings of equity shareholdings of the same class when compared to the entire issued shares of that class, for the period from the date of this resolution to the earlier of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution.

**By Order of the Board**

Dated: 11 June 2009

Niklas Ponnert  
Chief Financial Officer

**Registered Office:**

4<sup>th</sup> Floor,  
1 Circular Road,  
Douglas,  
Isle of Man,  
IM99 3NZ

**Notes :**

1. A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend and, on a poll, vote in his place. Such proxy need not be a member of the Company.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
3. A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.
4. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the enclosed proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes.
5. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's Registrars, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR (or if couriered or hand delivered to Capita Registrars, Proxy dept, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU) so as to be received no later than 13:00 on 11 July 2009. Completion and return of the form of proxy will not preclude shareholders from attending or voting at the meeting in person.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
8. As provided in Regulation 22 of the Uncertificated Securities Regulations 2005, only those members registered in the register of members of the Company 6pm on 11th July 2009 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. Any corporation which is a member of the Company may by resolution of its directors or other governing body, authorise any person to act as its representative at the meeting; and the representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person, including (without limitation) power to vote on a show of hands or on a poll or to demand or concur in demanding a poll.

10. The appointment of a corporate representative shall be deemed valid save that a director, the secretary or other person authorised for the purposes by the secretary may require such person to produce a certified copy of the enclosed authorisation permitting him to exercise his powers.
11. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote and the other corporate representatives will give voting directions to that designated corporate representative.

**ORIGO SINO-INDIA PLC**  
**ANNUAL GENERAL MEETING**

**13 JULY 2009**

**FORM OF PROXY**

To: Origo Sino- India PLC

I/We ..... (INSERT FULL NAME)

of .....  
 .....(INSERT ADDRESS)

being (a) member/members of Origo Sino-India PLC (the "**Company**"), hereby appoint as my/our proxy, to attend and, on a poll, vote on my/our behalf at the annual general meeting of the Company to be held at 4<sup>th</sup> Floor, 1 Circular Road, Douglas, Isle of Man, IM99 3NZ at 13:00 on 13 July 2009 and at any adjournment thereof (the "**AGM**"), the duly appointed Chairman of the AGM or (*see Note 1*):

.....  
 My/our proxy is to vote as indicated by an "X" below in respect of the resolution set out in the notice of the AGM. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<b>Resolution 1</b>  To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2008 together with the directors’ report and auditor’s report on those accounts			
<b>Resolution 2</b> To re-appoint Ernst & Young LLC as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company			

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<p><b>Resolution 3</b></p> <p>To authorise the directors to fix the remuneration of the auditors.</p>			
<p><b>Resolution 4</b></p> <p>To re-appoint Christopher Rynning to the position of director of the Company</p>			
<p><b>Resolution 5</b></p> <p>To re-appoint Christopher Jemmett to the position of director of the Company</p>			
<p><b>Resolution 6</b></p> <p>To approve the Investment Policy of the Company.</p>			
<p><b>Resolution 7</b></p> <p>That the provisions of Article 6.1 of the Articles of Association shall not apply to the allotment of any equity securities pursuant to the general authority given to the directors in accordance with the provisions of Article 5 of the Articles of Association and that accordingly, the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit up to a maximum nominal amount of £40,245.21 (divided into 402,452,123 ordinary shares of £0.0001 each), without the need to make an offer to those persons who hold equity securities of the same class on the same or more favourable terms in proportion (as near as practicable) to their existing shareholdings of equity shareholdings of the same class when compared to the entire issued shares of that class, for the period from</p>			

RESOLUTIONS	FOR	AGAINST	ABSTAIN
the date of this resolution to the earlier of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution.			

Signature(s) or Common Seal

.....

Date .....

**Notes:**

1. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies of his or her choice to attend the AGM and, on a poll, vote on his or her behalf. If a proxy other than the Chairman of the meeting is preferred, please enter the name of your proxy in the space provided and delete the words "the duly appointed Chairman of the AGM or". A proxy need not be a member of the Company, but must attend the AGM to represent you.
2. To be valid, the form of proxy and any power of attorney or other authority under which it is signed and deposited at or posted to the offices of the Company's Registrars, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR (or if couriered or hand delivered to Capita Registrars, Proxy dept, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU) by not later than 13:00 on 11 July 2009, being 48 hours before the time of the AGM.
3. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the enclosed proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes

# Origo Sino-India PLC

ANNUAL GENERAL MEETING

13 JULY 2009

CORPORATE REPRESENTATIVE

To: The Secretary  
4<sup>th</sup> Floor,  
1 Circular Road,  
Douglas,  
Isle of Man,  
IM99 3NZ

Date:.....(*Insert Date*)

Dear Sir,

We confirm that, pursuant to section 115 of the Companies Act 1931 and the Memorandum and Articles of Association of Origo Sino-India PLC ("the **Company**"), we have appointed:

.....[INSERT NAME]

as our representative at the Annual General Meeting of the members of the Company to be held at the 4<sup>th</sup> Floor, 1 Circular Road, Douglas, Isle of Man, IM99 3NZ at 13:00 Greenwich Mean Time on 13 July 2009 (the "**Meeting**") and at any adjournment thereof to exercise all the powers and rights that our company itself could exercise if it were an individual shareholder present at that Meeting in such manner as they shall in their discretion consider necessary or desirable for us.

Yours faithfully,

.....

[ ]

Director, for and on behalf of [ ]

**Notes:**

1. Any corporation which is a member of the Company may by resolution of its directors or other governing body, authorise any person to act as its representative at the meeting; and the representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person, including (without limitation) power to vote on a show of hands or on a poll or to demand or concur in demanding a poll.
2. The appointment of a corporate representative shall be deemed valid save that a director, the secretary or other person authorised for the purposes by the secretary may require such person to produce a certified copy of the above authorisation permitting him to exercise his powers.
3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - (b) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote and the other corporate representatives will give voting directions to that designated corporate representative.