

# OM HOLDINGS LIMITED

(ARBN 081 028 337)



24 April 2020

Dear Shareholders

## OM HOLDINGS LIMITED ANNUAL GENERAL MEETING ("AGM")

On behalf of the Board of Directors, we are pleased to provide the Notice of AGM for OM Holdings Limited ("OMH" or "the Company"), a copy of which accompanies this letter. The AGM will be held virtually on Friday 29 May 2020 commencing at 10am (Singapore/Perth WST).

Whilst the Company recognises and respects the importance of the AGM to Shareholders, the health and wellbeing of Shareholders, our employees and the community in general is of the utmost importance. Given the current constraints on gatherings and travel imposed by governments as a consequence of the COVID-19 pandemic, this year the Company has amended its approach to the AGM as follows:

- Physical attendance at the AGM by Shareholders and hence voting in person will not be permitted. Attendance will only be available to Shareholders by way of a live webcast and voting will only be conducted by proxy.
- OMH welcomes the participation of Shareholders in the AGM. Details on how to participate in the webcast are included in the Notice of AGM and will also be made available on the OMH website at <http://www.omholdingsltd.com/investor-relations/shareholder-services/> prior to the AGM.
- Shareholders are invited to submit written questions relevant to the business of the AGM in advance of the AGM by sending an email containing their question(s) to [investor.relations@ommaterials.com](mailto:investor.relations@ommaterials.com) by 5pm (WST) on Friday 22 May 2020. As many of the emailed questions as possible will be addressed during the AGM.
- As all resolutions at the AGM will be decided on a poll, Shareholders are encouraged to appoint a directed proxy (preferably the Chairman) by completing and submitting their Proxy Form which accompanies the Notice of AGM.
- If a Shareholder appoints someone other than the Chairman as their proxy:
  - that proxy will not be able to attend the AGM or vote, and the Chairman of the AGM will be taken to have been appointed as the proxy for the purpose of voting on the relevant resolutions at the AGM in respect of all directed proxies; and
  - where the Proxy Form does not direct the proxy how to vote on a resolution, that Shareholder's votes will not be counted for that resolution.
- For these reasons Shareholders are encouraged to consider appointing the Chairman as their directed proxy for this AGM, or otherwise complete the directions for each resolution on the Proxy Form. You can direct your proxy to vote "For" or "Against" or "Abstain" from voting on a resolution by marking the appropriate box in the enclosed Proxy Form.
- **Shareholders are encouraged and should consider lodging their Proxy Form electronically on the website of OMH's share registry at [www.investorvote.com.au](http://www.investorvote.com.au) or submit by post, fax or delivery in accordance with the instructions set out in the Proxy Form and the Notice. In order to be valid, all proxy appointments must be received by 10am (WST) on Wednesday 27 May 2020.**

As the situation regarding the management of COVID-19 is evolving rapidly, Shareholders are encouraged to monitor the OMH website for any further updates in relation to the arrangements for the AGM.

We trust that Shareholders understand the difficulties and complexities caused by the circumstances in which we find ourselves. We look forward to welcoming you to this new meeting format brought about by the restrictions placed on us as a result of the COVID-19 pandemic.

Yours faithfully

Low Nghee Tong  
Executive Chairman



**OM HOLDINGS LIMITED**  
**ARBN 081 028 337**

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**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY STATEMENT**  
**AND**  
**PROXY FORM**

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**Date of Meeting**  
Friday, 29 May 2020

**Time of Meeting**  
10.00am (Singapore/Perth WST time)

**Place of Meeting**

Due to the impacts of the COVID-19 pandemic, the Company will not be holding a physical meeting for its 2020 Annual General Meeting. Instead the Company's 2020 Annual General Meeting ("**AGM**") will be held online.

**Access**

Shareholders can watch the AGM virtually via the online platform by entering the following URL into their web browser: <https://web.lumiagm.com/>

**Due to the ongoing COVID-19 pandemic, it will not be possible to attend the AGM in person. Accordingly, the Company will webcast the proceedings allowing Shareholders to be able to listen to the proceedings and view the presentation through the webcast. Instructions to join the webcast are set out on page 1 of this Notice of AGM.**

**All resolutions to be considered at the AGM will be decided by a poll based on proxy results received prior to the commencement of the AGM.**

**Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of AGM.**

THIS NOTICE OF AGM AND EXPLANATORY STATEMENT SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN ANY DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISORS WITHOUT DELAY.

**OM HOLDINGS LIMITED**  
**ARBN 081 028 337**

**NOTICE OF 2020 ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (“**AGM**”) of Shareholders of OM Holdings Limited (“**OMH**” or “the **Company**”) will be held on:

**Date:** Friday, 29 May 2020

**Time:** 10:00am (Singapore/Perth WST)

As a result of the uncertainty and potential health risks created by the unprecedented COVID-19 pandemic, the Company encourages Shareholders to lodge a directed proxy as soon as possible in advance of the AGM.

The AGM will be held as a virtual meeting and Shareholders will be able to view the live webcast of the AGM online.

**Participating in the AGM online**

Shareholders who wish to participate in the AGM online may do so:

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com>; or
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If Shareholders choose to participate in the AGM online, you can log into the AGM by entering:

1. The AGM ID for the OM Holdings Limited AGM, which is: **394-433-076**
2. Your username, which is your SRN/HIN
3. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Online Meeting Guide referred to below for their password details.

Attending the AGM online enables Shareholders to listen to the AGM live and to view presentation slides and proxy results whilst the AGM is in progress.

More information regarding participating in the AGM online, including browser requirements and how to download the App, is detailed in the Online Meeting Guide available at <http://www.omholdingsltd.com/investor-relations/shareholder-services/>

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the AGM, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (stock code: OMH) and on its website at [www.omholdingsltd.com](http://www.omholdingsltd.com)

**Shareholders are reminded, that due to the changes regarding this year’s AGM, there will be no voting on resolutions during the AGM. All resolutions to be considered at the AGM will be decided by a poll based on proxy votes received prior to the commencement of the AGM. Shareholders are encouraged to cast their vote by proxy prior to the AGM in accordance with the instructions set out on page 3 of this Notice of AGM.**

Shareholders entitled to vote at the AGM may submit written questions relevant to the business of the AGM in advance of the AGM. Questions may also be submitted for the external auditor about the auditor’s report to be considered at the AGM or the conduct of the audit. It may not be possible to respond to all questions. Shareholders are encouraged to lodge relevant questions in advance of the AGM by sending an email containing their question(s) to [investor.relations@ommaterials.com](mailto:investor.relations@ommaterials.com) by 5pm (Singapore/Perth WST) on Friday, 22 May 2020.

Notice is hereby given that the AGM of the Shareholders of OM Holdings Limited ARBN 081 028 337 ("Company") will be held on Friday, 29 May 2020 commencing at 10.00am (Singapore/Perth WST), for the purpose of transacting the following business.

## **ITEMS OF BUSINESS:**

An explanatory statement containing information in relation to each of the following Resolutions accompanies this Notice ("**Explanatory Statement**").

### **RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, the Company receive and consider the following documents:

- (a) the statement of financial position of the Company as at 31 December 2019;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2019; and
- (c) the reports of the Directors and the report of the auditor of the Company ("**Auditor**") on the financial statements of the Company and on the consolidated financial statements of the Company and its controlled entities."

### **RESOLUTION 2 – RE-ELECTION OF MR TAN PENG CHIN AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, in accordance with Bye-law 88, Mr Tan Peng Chin retires and, being eligible for re-election, be re-elected as a Director."

### **RESOLUTION 3 – RE-ELECTION OF MS JULIE ANNE WOLSELEY AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, in accordance with Bye-law 88, Ms Julie Anne Wolseley retires and, being eligible for re-election, be re-elected as a Director."

### **RESOLUTION 4 – APPROVAL OF RE-APPOINTMENT OF AUDITOR**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, in accordance with Bye-laws 155 and 157, Shareholders re-appoint Foo Kon Tan LLP as Auditor with a remuneration to be determined by the Directors."

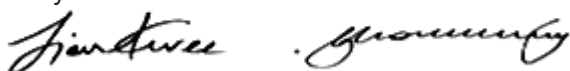
## **ITEMS OF OTHER BUSINESS:**

To deal with any other business which may be brought forward in accordance with the Bye-laws or the Companies Act.

## **Definitions**

Certain abbreviations and other defined terms are used throughout this Notice and in the Explanatory Statement which accompanies this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

By order of the Board



Heng Siow Kwee/Julie Wolseley

**COMPANY SECRETARY**

Dated: 24 April 2020

## NOTES

Due to health concerns and government imposed restrictions on public gatherings arising from the COVID-19 pandemic, Shareholders will not be able to attend the AGM in person. Shareholders are encouraged to participate in the AGM by way of the live webcast. Details on how to participate in the webcast are outlined on page 1 to this Notice.

- In accordance with Bye-law 47, it has been determined by the Board that the Shareholders entitled to vote at the AGM shall be those Shareholders recorded on the Company's register of members at **10am (Singapore / Perth time) on Wednesday, 27 May 2020**.
- Shareholders are reminded, that due to the changes regarding this year's AGM, there will be no voting on resolutions during the AGM. All resolutions to be considered at the AGM will be decided by a poll based on proxy votes received prior to the commencement of the AGM. Shareholders are encouraged to cast their vote by proxy prior to the AGM and by no later than 10am (Singapore / Perth time) on Wednesday, 27 May 2020.
- The Company welcomes the participation of Shareholders in the AGM. Shareholders are invited to lodge relevant questions in advance of the AGM by sending an email containing their question(s) to [investor.relations@ommaterials.com](mailto:investor.relations@ommaterials.com) by 5pm (Singapore/Perth WST) on Friday 22 May 2020. It may not be possible to respond to all questions.
- All resolutions at the AGM will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the AGM.
- Proxies will not be able to physically attend the AGM. However if a Shareholder appoints someone other than the Chairman as their proxy:
  - as that proxy will not be able to attend the AGM or vote, the Chairman of the meeting will be taken to have been appointed as the proxy for the purpose of voting on the relevant resolutions at the AGM in respect of all directed proxies; and
  - where the Proxy Form does not direct the proxy how to vote on a resolution, that Shareholder's votes will not be counted for that resolution.
- For these reasons Shareholders are encouraged to consider appointing the Chairman as their directed proxy for this Meeting, or otherwise complete the directions for each resolution on the Proxy Form. You can direct your proxy to vote "For" or "Against" or "Abstain" from voting on, a resolution by marking the appropriate box in the enclosed Proxy Form.
- The Chairman of the AGM intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the AGM may change his voting intention on any resolution, in which case an ASX announcement will be made.
- The Proxy Form must be signed by the Shareholder or their attorney duly authorised. Proxies given by a corporation must be signed either under seal or under the hand of an officer or their attorney duly authorised.
- To be valid, the Proxy Form (and any power of attorney under which it is signed) must be received at the address given below by 10.00am (Singapore/Perth time) on Wednesday, 27 May 2020. Any Proxy Form received after that time will not be valid for the scheduled AGM.

**Online** At [www.investorvote.com.au](http://www.investorvote.com.au)

**By mail** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia; or  
the Company at its office at 10 Eunus Road 8, #09-03A Singapore Post Centre, Singapore 408600

**By fax** 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**By mobile** Scan the QR Code on your Proxy Form and follow the prompts

**Custodian voting** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

- For the convenience of Shareholders, a Proxy Form accompanies the Notice.

**OM HOLDINGS LIMITED**  
**ARBN 081 028 337**  
**EXPLANATORY STATEMENT**

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the proposals to which the Resolutions contained in the accompanying Notice relate. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice:

**1. Resolution 1 – Approval of 2019 Financial Statements and Reports**

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the Company's 2019 consolidated financial statements is available on the Company's website at [www.omholdingsltd.com](http://www.omholdingsltd.com).

**The Board unanimously recommends that Shareholders vote in favour of Resolution 1.**

**BACKGROUND TO RESOLUTIONS 2 AND 3**

Under the Company's Bye-laws, at each annual general meeting of the Company, one-third of the Directors are required to retire from office by rotation, with every Director (excluding the Managing Director) being required to retire at least once every three years as required by the ASX Listing Rules. Therefore, and in accordance with this retirement by rotation requirement (noting that Bye-law 88(2) requires that any Director appointed in accordance with Bye-law 87(2) as an addition to the Board must not be taken into account when determining which particular Directors or the number of Directors that are to retire by rotation), at least two of the Directors are required to retire by rotation at the close of the Meeting.

The Directors to retire by such rotation at the AGM are those Directors who have been longest in office since their last election (and, if applicable, Directors elected on the same day may agree among themselves or determine by lot which of them must retire). Mr Thomas Teo Liang Huat and Ms Julie Anne Wolseley (who were both re-elected at the Company's 2018 annual general meeting) have agreed among themselves that Ms Julie Anne Wolseley would retire by rotation. The other Director who has been longest in office since their last election was Mr Tan Peng Chin, who was re-elected at the Company's 2017 annual general meeting.

Accordingly, Mr Tan Peng Chin and Ms Julie Anne Wolseley will retire by rotation at the end of the Meeting, however, each being eligible, offer themselves for re-election at the Meeting.

Brief profiles of each Director seeking re-election at the Meeting are set out below.

**2. Resolution 2 – Re-election of Mr Tan Peng Chin as a Director**

As described above, Mr Tan Peng Chin, being an independent Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Tan also chairs the Company's Remuneration Committee. Mr Tan receives no additional fees for his services as chair of the Company's Remuneration Committee.

Mr Tan, who resides in Singapore, was appointed as a Non-Executive Director on 14 September 2007 and was most recently re-elected as a Director at the Company's 2017 annual general meeting. Mr Tan was the founder, managing director and consultant of Tan Peng Chin LLC until he retired from the firm on 31 December 2015. Mr Tan was also a Notary Public and Commissioner for Oaths from 1995 to 2015. He is presently an Accredited Mediator with the Singapore Mediation Center.

Mr Tan's legal expertise includes corporate finance, banking, company and commercial laws, international trade, joint ventures and issues concerning shareholders and directors. In addition, Mr Tan has acted in numerous cross border transactions in the course of his legal career spanning more than 35 years. Mr Tan had served as an independent director of numerous listed companies since 1996.



Mr Tan was also a member of the Institutional Review Board of the Singapore National Cancer Center from 2007 to 2014 and has been instrumental in setting up and is currently the Vice Chairman of Clarity Singapore Limited, a charity under the auspices of Caritas (the Catholic Church) to assist persons suffering from mental illnesses. Mr Tan had also volunteered with various charities including Christian Outreach for the Handicapped and the Roman Catholic Prison Ministry.

Mr Tan holds current directorships on a number of companies in the Asia-Pacific region and his expertise greatly assists in the advancement of the Company's strategic pursuits.

**The Board unanimously recommends that Shareholders vote in favour of Resolution 2.**

### **3. Resolution 3 – Re-election of Ms Julie Anne Wolseley as a Director**

As described above, Ms Julie Anne Wolseley, being a Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers herself for re-election as a Director of the Company.

Ms Wolseley has been the Joint Company Secretary of OMH since 2001 and was appointed as a Non-Executive Director on 24 February 2005. Ms Wolseley holds a Bachelor of Commerce degree and is a Chartered Accountant. She is the Principal of a corporate advisory company and has over 28 years of experience as Company Secretary to a number of ASX-listed companies operating primarily in the resources sector.

Previously Ms Wolseley was an Audit Manager both in Australia and overseas for an international accounting firm. Her expertise includes corporate secretarial, management accounting, financial and management reporting in the mining industry, IPOs, capital raisings, cash flow modelling and corporate governance.

Ms Wolseley acts as the Company's Joint Company Secretary based in Australia. She is responsible for ASX and ASIC compliance and reporting, Board, shareholder and committee meetings and reporting, corporate governance, assisting with documentation and process management for corporate initiatives, co-ordinating shareholder reporting, share registry liaison and undertaking specific corporate requirements directed by the Executive Chairman and/or the senior executive team as required.

Ms Wolseley is a member of the Company's Audit and Remuneration Committees.

In her capacity as the Company's Joint Company Secretary the services provided by Ms Wolseley are charged on an arm's length commercial basis. The value of services provided to the Company is not viewed as being a material supplier in accordance with the ASX Corporate Governance Council's Principles and Recommendations.

**The Board unanimously recommends that Shareholders vote in favour of Resolution 3.**

### **4. Resolution 4 – Approval to Re-appointment of Auditor**

The Company's current Auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, offer themselves for re-appointment. Bye-law 155 of the Company's Bye-laws requires the auditor to be approved by Shareholders annually. Bye-law 157 requires the remuneration of the auditor to be fixed by the Company in general meeting or in such other manner as the Shareholders determine. It is recommended that the Directors, in their absolute discretion, determine the remuneration of the Auditor.

The Board is satisfied that Foo Kon Tan LLP is independent of the Company and Foo Kon Tan LLP has not brought to the Board's attention any matters which would indicate that Foo Kon Tan LLP has contravened its auditor independence requirements under its statutory obligations or is in contravention of any applicable code of professional conduct.

The audit fees to Foo Kon Tan LLP for the year ended 31 December 2019 totalled A\$247,808. During 2019, Foo Kon Tan LLP provided no other services to the Company other than audit services.

**The Board unanimously recommends that Shareholders vote in favour of Resolution 4.**

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## GLOSSARY

"**A\$**" means the currency of the Commonwealth of Australia.

"**Annual General Meeting**" or "**Meeting**" means the 2020 annual general meeting of the Company to be held pursuant to the Notice.

"**ASX**" means ASX Limited ABN 98 008 624 691, or the financial market operated by ASX Limited, as the context requires.

"**ASX Listing Rules**" means the Listing Rules of ASX, as amended, waived or replaced from time to time.

"**Board**" means the board of directors of the Company from time to time.

"**Bye-laws**" means the Company's Bye-laws, as amended from time to time.

"**Companies Act**" means the *Companies Act 1981* of Bermuda (as amended from time to time).

"**Company**" means OM Holdings Limited ARBN 081 028 337.

"**Directors**" means the directors of the Company.

"**Explanatory Statement**" means this explanatory statement, accompanying the Notice.

"**Notice**" means the 2020 notice of annual general meeting of the Company which accompanies the Explanatory Statement.

"**Proxy Form**" means the proxy form accompanying the Notice.

"**Resolution**" means a resolution contained in the Notice.

"**Share**" means a fully paid ordinary share in the Company.

"**Shareholder**" means a registered holder of Shares in the Company.

"**WST**" means Western Standard Time as observed in Perth, Western Australia.





**OM Holdings Limited**  
ARBN 081 028 337

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received **10:00am (Singapore/Perth WST) Wednesday, 27 May 2020.**

# Proxy Form

## How to Vote on the Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Proxies:** Proxies will not be able to physically attend the meeting. However if you appoint someone other than the Chairman as your proxy

- as that proxy will not be able to attend the meeting the Chairman of the meeting will be taken to have been appointed as the proxy for the purpose of voting on the relevant resolutions at the meeting in respect of all directed proxies; and
- where there is no direction for the proxy to vote, it will not be counted for that resolution.

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1

## Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of OM Holdings Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OM Holdings Limited to be held online on Friday, 29 May 2020 at 10:00am (Singapore/ Perth WST) and at any adjournment or postponement of that meeting.

## Step 2

## Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Tan Peng Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ms Julie Anne Wolseley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In the event that any matter is properly brought before the Annual General Meeting but for which specific voting instructions have not been given in this proxy form, in accordance with the OM Holdings Limited Bye-laws, the Chairman of the Meeting will be entitled to vote the securities represented by this proxy form at his discretion.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3

## Signature of Securityholder(s)

*This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

OMH

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Computershare



## Online Meeting Guide

### Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting and the Directors answering questions. You will need either:

- Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

### Meeting ID: 394-433-076

To log in, you must have the following information:

#### Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

#### Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

#### Appointed Proxy

To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

### For Assistance

If you require assistance prior to, or during the Meeting, please call +61 3 9415 4024

- To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



- To proceed into the meeting, you will need to read and accept the Terms and Conditions.



OR



- To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).



- If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



- Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



- To view proceedings you must tap the broadcast arrow on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds\*. Toggle between the up or down arrow to view another screen.



(\*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information

# COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

<b>ABW</b> ARUBA	<b>CPV</b> CAPE VERDE	<b>ISM</b> BRITISH ISLES	<b>NPL</b> NEPAL	<b>TKM</b> TURKMENISTAN
<b>AFG</b> AFGHANISTAN	<b>CRI</b> COSTA RICA	<b>ISR</b> ISRAEL	<b>NRU</b> NAURU	<b>TLS</b> EAST TIMOR
<b>AGO</b> ANGOLA	<b>CUB</b> CUBA	<b>ITA</b> ITALY	<b>NZL</b> NEW ZEALAND	DEMOCRATIC REP OF
<b>AIA</b> ANGUILLA	<b>CXR</b> CHRISTMAS ISLAND	<b>JAM</b> JAMAICA	<b>OMN</b> OMAN	<b>TMP</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>CYM</b> CAYMAN ISLANDS	<b>JEY</b> JERSEY	<b>PAK</b> PAKISTAN	<b>TON</b> TONGA
<b>ALB</b> ALBANIA	<b>CYP</b> CYPRUS	<b>JOR</b> JORDAN	<b>PAN</b> PANAMA	<b>TTO</b> TRINIDAD & TOBAGO
<b>AND</b> ANDORRA	<b>CZE</b> CZECH REPUBLIC	<b>JPN</b> JAPAN	<b>PCN</b> PITCAIRN ISLANDS	<b>TUN</b> TUNISIA
<b>ANT</b> NETHERLANDS ANTILLES	<b>DEU</b> GERMANY	<b>KAZ</b> KAZAKHSTAN	<b>PER</b> PERU	<b>TUR</b> TURKEY
<b>ARE</b> UNITED ARAB EMIRATES	<b>DJI</b> DJIBOUTI	<b>KEN</b> KENYA	<b>PHL</b> PHILIPPINES	<b>TUV</b> TUVALU
<b>ARG</b> ARGENTINA	<b>DMA</b> DOMINICA	<b>KGZ</b> KYRGYZSTAN	<b>PLW</b> PALAU	<b>TWN</b> TAIWAN
<b>ARM</b> ARMENIA	<b>DNK</b> DENMARK	<b>KHM</b> CAMBODIA	<b>PNG</b> PAPUA NEW GUINEA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>ASM</b> AMERICAN SAMOA	<b>DOM</b> DOMINICAN REPUBLIC	<b>KIR</b> KIRIBATI	<b>POL</b> POLAND	<b>UGA</b> UGANDA
<b>ATA</b> ANTARCTICA	<b>DZA</b> ALGERIA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRI</b> PUERTO RICO	<b>UKR</b> UKRAINE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>ECU</b> ECUADOR	<b>KOR</b> KOREA REPUBLIC OF	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>ATG</b> ANTIGUA AND BARBUDA	<b>EGY</b> EGYPT	<b>KWT</b> KUWAIT	<b>PRT</b> PORTUGAL	<b>URY</b> URUGUAY
<b>AUS</b> AUSTRALIA	<b>ERI</b> ERITREA	<b>LAO</b> LAO PDR	<b>PRY</b> PARAGUAY	<b>USA</b> UNITED STATES OF AMERICA
<b>AUT</b> AUSTRIA	<b>ESH</b> WESTERN SAHARA	<b>LBN</b> LEBANON	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>UZB</b> UZBEKISTAN
<b>AZE</b> AZERBAIJAN	<b>ESP</b> SPAIN	<b>LBR</b> LIBERIA	<b>PYF</b> FRENCH POLYNESIA	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>BDI</b> BURUNDI	<b>EST</b> ESTONIA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>QAT</b> QATAR	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>BEL</b> BELGIUM	<b>ETH</b> ETHIOPIA	<b>LCA</b> ST LUCIA	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BEN</b> BENIN	<b>FIN</b> FINLAND	<b>LIE</b> LIECHTENSTEIN	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BFA</b> BURKINA FASO	<b>FJI</b> FIJI	<b>LKA</b> SRI LANKA	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BGD</b> BANGLADESH	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>LSO</b> LESOTHO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BGR</b> BULGARIA	<b>FRA</b> FRANCE	<b>LTU</b> LITHUANIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	<b>VUT</b> VANUATU
<b>BHR</b> BAHRAIN	<b>FRO</b> FAROE ISLANDS	<b>LUX</b> LUXEMBOURG	<b>SCG</b> SERBIA AND MONTENEGRO	<b>WLF</b> WALLIS AND FUTUNA
<b>BHS</b> BAHAMAS	<b>FSM</b> MICRONESIA	<b>LVA</b> LATVIA	<b>SDN</b> SUDAN	<b>WSM</b> SAMOA
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GAB</b> GABON	<b>MAC</b> MACAO	<b>SEN</b> SENEGAL	<b>YEM</b> YEMEN
<b>BLM</b> ST BARTHELEMY	<b>GBR</b> UNITED KINGDOM	<b>MAF</b> ST MARTIN	<b>SGP</b> SINGAPORE	<b>YMD</b> YEMEN DEMOCRATIC
<b>BLR</b> BELARUS	<b>GEO</b> GEORGIA	<b>MAR</b> MOROCCO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL	<b>YUG</b> YUGOSLAVIA SOCIALIST FED REP
<b>BLZ</b> BELIZE	<b>GGY</b> GUERNSEY	<b>MCO</b> MONACO	<b>SHN</b> ST HELENA	<b>ZAF</b> SOUTH AFRICA
<b>BMU</b> BERMUDA	<b>GHA</b> GHANA	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZAR</b> ZAIRE
<b>BOL</b> BOLIVIA	<b>GIB</b> GIBRALTAR	<b>MDG</b> MADAGASCAR	<b>SLB</b> SOLOMON ISLANDS	<b>ZMB</b> ZAMBIA
<b>BRA</b> BRAZIL	<b>GIN</b> GUINEA	<b>MDV</b> MALDIVES	<b>SLE</b> SIERRA LEONE	<b>ZWE</b> ZIMBABWE
<b>BRB</b> BARBADOS	<b>GLP</b> GUADELOUPE	<b>MEX</b> MEXICO	<b>SLV</b> EL SALVADOR	
<b>BRN</b> BRUNEI DARUSSALAM	<b>GMB</b> GAMBIA	<b>MHL</b> MARSHALL ISLANDS	<b>SMR</b> SAN MARINO	
<b>BTN</b> BHUTAN	<b>GNB</b> GUINEA-BISSAU	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SOM</b> SOMALIA	
<b>BUR</b> BURMA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MLI</b> MALI	<b>SPM</b> ST PIERRE AND MIQUELON	
<b>BVT</b> BOUVET ISLAND	<b>GRC</b> GREECE	<b>MLT</b> MALTA	<b>SRB</b> SERBIA	
<b>BWA</b> BOTSWANA	<b>GRD</b> GRENADA	<b>MMR</b> MYANMAR	<b>STP</b> SAO TOME AND PRINCIPE	
<b>BLR</b> BELARUS	<b>GRL</b> GREENLAND	<b>MNE</b> MONTENEGRO	<b>SUR</b> SURINAME	
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>GTM</b> GUATEMALA	<b>MNG</b> MONGOLIA	<b>SVK</b> SLOVAKIA	
<b>CAN</b> CANADA	<b>GUF</b> FRENCH GUIANA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>SVN</b> SLOVENIA	
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>GUM</b> GUAM	<b>MOZ</b> MOZAMBIQUE	<b>SWE</b> SWEDEN	
<b>CHE</b> SWITZERLAND	<b>GUY</b> GUYANA	<b>MRT</b> MAURITANIA	<b>SWZ</b> SWAZILAND	
<b>CHL</b> CHILE	<b>HKG</b> HONG KONG	<b>MSR</b> MONTSERRAT	<b>SYC</b> SEYCHELLES	
<b>CHN</b> CHINA	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>MTQ</b> MARTINIQUE	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CIV</b> COTE D'IVOIRE	<b>HND</b> HONDURAS	<b>MUS</b> MAURITIUS	<b>TCA</b> TURKS AND CAICOS ISLANDS	
<b>CMR</b> CAMEROON	<b>HRV</b> CROATIA	<b>MWI</b> MALAWI	<b>TCD</b> CHAD	
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>HTI</b> HAITI	<b>MYS</b> MALAYSIA	<b>TGO</b> TOGO	
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>HUN</b> HUNGARY	<b>MYT</b> MAYOTTE	<b>THA</b> THAILAND	
<b>COK</b> COOK ISLANDS	<b>IDN</b> INDONESIA	<b>NAM</b> NAMIBIA	<b>TJK</b> TAJIKISTAN	
<b>COL</b> COLOMBIA	<b>IMN</b> ISLE OF MAN	<b>NCL</b> NEW CALEDONIA	<b>TKL</b> TOKELAU	
<b>COM</b> COMOROS	<b>IND</b> INDIA	<b>NER</b> NIGER		
	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NFK</b> NORFOLK ISLAND		
	<b>IRL</b> IRELAND	<b>NGA</b> NIGERIA		
	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>NIC</b> NICARAGUA		
	<b>IRQ</b> IRAQ	<b>NIU</b> NIUE		
	<b>ISL</b> ICELAND	<b>NLD</b> NETHERLANDS		
		<b>NOR</b> NORWAY		