

OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 2 Covering pages
14 Notice of Annual General Meeting, Explanatory Statement and
Proxy Form

15 April 2015

ASX Market Announcements
ASX Limited
4th Floor
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Please be advised that the Company has despatched the attached Notice of Annual General Meeting and Explanatory Statement to all Shareholders. A personalised Proxy Form was also included.

The Annual General Meeting has been convened to be held on Thursday, 14 May 2015 at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769, commencing at 10.00am (Singapore time).

Yours faithfully

OM HOLDINGS LIMITED



Heng Siow Kwee/Julie Wolseley
Company Secretary



BACKGROUND INFORMATION ON OM HOLDINGS LIMITED

OMH Holdings Limited (OMH) was listed on the ASX in March 1998 and has its foundations in metals trading – incorporating the sourcing and distribution of manganese ore products.

OMH is involved in mining manganese product in Australia and South Africa and is constructing a smelter in Sarawak, Malaysia to produce ferrosilicon and ferro-manganese intermediate products. The smelter project is owned 75% by OMH.

The first phase of the Sarawak smelter project commenced production in September 2014 and will ramp up to full commercial production by the end of 2015. When completed the ferrosilicon production facility's capacity of 308,000 tonnes per annum will make it one of the largest ferrosilicon smelters globally.

OMH, through a wholly owned subsidiary, owns the Bootu Creek manganese mine in the Northern Territory. This mine has the capacity to produce up to 1,000,000 tonnes of manganese product per annum.

OMH also owns a 26% investment in Ntsimbintle Mining (Proprietary) Ltd, which, in turn owns 50.1% interest in the world class Tshipi Borwa ("Tshipi") manganese mine in South Africa. This mine has the capacity to produce up to 2,400,000 tonnes of manganese product per annum when the permanent processing plant is completed.

The manganese products of Bootu Creek, and those from Tshipi, are exclusively marketed through the OMH's trading division and OM Tshipi Pte Ltd (33.33% owned) respectively. Through all these activities OMH has established itself as a significant manganese supplier to the Chinese market.



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Thursday, 14 May 2015

Time of Meeting
10.00am (Singapore time)

Place of Meeting
Grand Mercure Roxy Singapore
50 East Coast Road
Roxy Square
Singapore 428769

THIS NOTICE OF ANNUAL GENERAL MEETING 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 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of OM Holdings Limited ARBN 081 028 337 ("**Company**") will be held at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 14 May 2015 commencing at 10.00am (Singapore time), 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 2014;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2014; and
- (c) the reports of the directors of the Company ("**Directors**") and 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 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, offers herself for re-election, is re-elected a Director."

RESOLUTION 3 – 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, offers himself for re-election, is re-elected a Director."

RESOLUTION 4 – RE-ELECTION OF MR IVO PHILIPPS 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 87(2), Mr Ivo Philipps retires and, being eligible, offers himself for re-election, is re-elected a Director."

RESOLUTION 5 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the issue of up to 10% of the issued equity capital of the Company (at the time of issue) in fully paid ordinary in the equity capital of the Company ("**Shares**") calculated in accordance with the formula in ASX Listing Rule 7.1A.2 and, on the terms and subject to the conditions described in the Explanatory Statement."

Note: A voting exclusion statement applies to this Resolution 5 (please see Explanatory Statement for further detail).

RESOLUTION 6 – 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 of the Company ("**Shareholders**") re-appoint Foo Kon Tan LLP (formerly known as Foo Kon Tan Grant Thornton 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. 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: 15 April 2015

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Members entitled to attend and vote at the Annual General Meeting shall be those Members recorded on the register of Members at 7.00pm (Singapore / Perth time) on **Tuesday, 12 May 2015**. Only those Members will be entitled to vote at the Annual General Meeting on **Thursday, 14 May 2015**.
- A Member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote at this Annual General Meeting.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Member's voting rights.
- A proxy may but need not be a Member of the Company.
- The proxy form must be signed by the Member 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 form appointing the proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged with the Company at its office at #08 – 08, Parkway Parade, 80 Marine Parade Road, 449269 Singapore or the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 2, Reserve Bank Building, 45 St George's Terrace, Perth, Western Australia 6000 not later than 48 hours before the time for holding the Annual General Meeting.
- For the convenience of Shareholders, a Proxy Form accompanies the Notice.

OM HOLDINGS LIMITED
ARBN 081 028 337
EXPLANATORY STATEMENT

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 2014 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the 2014 financial statements is available on the Company's website at www.omholdingsltd.com.

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

BACKGROUND TO RESOLUTIONS 2, 3 AND 4

Under the Company's Bye-laws and the ASX Listing Rules, 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. 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 Meeting 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). The Director longest in office since their last election was Ms Julie Anne Wolseley, who was re-elected at the Company's 2012 annual general meeting. Furthermore, Messrs Tan Peng Chin and Thomas Teo Liang Huat (who were both re-elected at the Company's 2013 annual general meeting) have agreed among themselves that Mr Tan Peng Chin would retire by rotation.

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

Shareholders are also being asked to consider the re-election at the Meeting of the new Non-Executive Director, Mr Ivo Philipps, who was appointed by the Board as Non-Executive Director on 20 May 2014. Mr Philipps is currently acting as the Nominee Director for Standard Chartered Bank following the successful execution of the Debt Facility with Standard Chartered Bank as announced to the ASX on 3 March 2014.

Bye-law 87(2) of the Company's Bye-laws provides that the Board may appoint a person to be a director either to fill a casual vacancy on the Board or as an addition to the existing Board. However, any person so appointed may only hold office as a director until the next annual general meeting of the Company and is then, upon retirement, is eligible for re-election at that meeting.

Accordingly, Mr Ivo Philipps will retire at the end of the Meeting, however, being eligible, offers himself 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 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. Given her financial background, Ms Wolseley is also a member of the Audit and Remuneration Committees.

Ms Wolseley, aged 49, resides in Australia 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. Ms Wolseley is the principal of a corporate advisory company and has over 20 years of experience acting as company secretary to a number of ASX listed companies operating primarily in the resources sector. Her expertise includes corporate secretarial, management accounting, financial and management reporting in the mining industry, initial public offerings, capital raisings, cash flow modelling and corporate governance. Ms Wolseley is also a Member of the Australian Institute of Company Directors.

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, Chief Executive Officer and/or the senior executive team as required.

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 and was disclosed in the Company's 31 December 2014 statutory accounts.

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

3. Resolution 3 – Re-election of Mr Tan Peng Chin as a Director

As described above, Mr Tan Peng Chin, being a 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 is an Independent Non-Executive Director who also chairs the Remuneration Committee. Mr Tan receives no additional fees other than his Non-Executive Director's fees for his services to the Remuneration Committee.

Mr Tan Peng Chin, who resides in Singapore, was appointed as Non-Executive Director on 14 September 2007 and was subsequently re-elected at the 2013 Annual General Meeting. Mr Tan is a lawyer consultant of Tan Peng Chin LLC, a Singapore based law firm specialising in the areas of banking and finance, corporate and commercial law, conveyancing, employment law, intellectual property, technology, franchising and competition law.

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 3.

4. Resolution 4 – Re-election of Mr Ivo Philipps as a Director

As described above, as Mr Ivo Philipps was appointed by the Board as a new Non-Executive Director and is acting as a Nominee Director for Standard Chartered Bank, he is required to retire at the Meeting, however, being eligible, offers himself for re-election as a Director of the Company.

Mr Philipps, aged 48, is currently the Global Head of the Mezzanine and Alternative Solutions Business with Standard Chartered Bank. He joined Standard Chartered Bank in 2007 as Chief of Staff to the Group Head of Origination and Client Coverage team before joining Principal Finance in 2009 as Chief Operating Officer. He is based in Singapore and works with clients across Asia, Africa, and the Middle East. Prior to joining Standard Chartered Bank, Mr Philipps worked for Barclays Bank, based in London.

Mr Philipps holds a Masters of Business Administration from INSEAD and a Bachelor of Commerce degree in Economics and Politics from the University of Bristol in the United Kingdom.

Mr Philipps's expertise in the financial markets and wealth of experience complements the Board's existing skill-set and he is expected to continue to make a strong strategic contribution to the global growth strategy of the Board and the Company.

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

5. Resolution 5 – Approval of Additional Placement Capacity

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined in the glossary) may seek member approval at its annual general meeting to allow it to issue up to an additional 10% of its issued ordinary capital (at the time of issue) ("**Additional Placement Capacity**") in Shares. If Shareholders approve Resolution 5, the number of additional Shares that the Company may issue will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (set out below).

If Shareholders pass Resolution 5, the Directors will be able to issue Shares under the Additional Placement Capacity during the 12 month period following the date of the Meeting without depleting the Company's 15% annualised placement capacity under ASX Listing Rule 7.1. Resolution 5 is a Special Resolution meaning that at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of the Resolution for it to be passed.

Eligible Entities and the formula in ASX Listing Rule 7.2A.2

In accordance with the ASX Listing Rules, an Eligible Entity is one that, as at the date of the relevant annual general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a market capitalisation of \$300 million or less.

The Company is an Eligible Entity as it is not presently included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million. If the Company ceases to be an Eligible Entity after the date of this Explanatory Statement (but before the date of the Meeting), then the Company will withdraw Resolution 5.

The maximum number of Shares that the Company may issue if members approve Resolution 5 will be determined in accordance with the following formula:

$$(A \times D) - E$$

Where:

'A' is the number of ordinary shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of ordinary shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly-paid shares that became fully paid shares in the previous 12 months;
- plus the number of ordinary shares issued in the previous 12 months with shareholder approval under Listing Rules 7.1 and 7.4; and
- less the number of ordinary shares cancelled in the previous 12 months.

'D' is 10%.

'E' is the number of ordinary shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with shareholder approval under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, the information below is provided in connection with Resolution 5.

7.3A.1 – Minimum price

The minimum price at which any Shares may be issued pursuant to the approval given in Resolution 5 is 75% of the volume weighted average price of Shares, calculated over the 15 trading days on which trades in Shares were recorded immediately before either (i) the date on which the price at which the Shares are to be issued is agreed or (ii) if the Shares are not issued within 5 trading days of this date, the date on which the Shares are issued.

7.3A.2 – Risk of economic and voting dilution

Any issue of Shares under the Additional Placement Capacity will dilute the interests of existing Shareholders who do not receive any Shares under that particular issue. The potential economic and voting dilution to existing Shareholders (should Resolution 5 be passed) is shown under a number of pricing and capital structure scenarios in the table below.

Number of Shares on issue	Economic and voting dilution			
Number of Shares on issue	Issue price per Share	\$0.155 (50% decrease)	\$0.31 (current market price)	\$0.465 (50% increase)
733,423,337 (current variable A)	Shares issued (10%)	73,342,333	73,342,333	73,342,333
	Funds raised	\$11,368,062	\$22,736,123	\$34,104,185
1,100,135,005 (ie 50% increase in variable A)	Shares issued (10%)	110,013,500	110,013,500	110,013,500
	Funds raised	\$17,052,093	\$34,104,185	\$51,156,278
1,466,846,674 (ie 100% increase in variable A)	Shares issued (10%)	146,684,667	146,684,667	146,684,667
	Funds raised	\$22,736,123	\$45,472,247	\$68,208,370

Note: The number of Shares on issue (ie variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue) or that are otherwise issued in accordance with an exception in ASX Listing Rule 7.2. Shareholders should also note that the above table has been provided for illustrative purposes to comply with certain ASX Listing Rule requirements and does not necessarily reflect the Company's intentions in relation to the future issuance of Shares.

The table above has been prepared on the following assumptions:

- variable A is currently 733,423,337 (ie the number of Shares on issue as the date of this Explanatory Statement);
- the market price of \$0.31 is the closing price of Shares on ASX on the date of this Explanatory Statement;
- the Company issues the maximum possible number of Shares it is able to under the Additional Placement Capacity;
- no unlisted options or convertible securities of the Company are exercised or converted before the date of the issue of any Shares under the Additional Placement Capacity;
- the calculations above do not demonstrate an example of dilution that may be caused to a particular Shareholder;
- the calculations above do not demonstrate the effect of listed or unlisted options being issued under the Additional Placement Capacity, it only considers the issue of Shares; and
- the calculations above only demonstrates the effect of issues of Shares under the Additional Placement Capacity. It does not consider placements made under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

7.3A.3 – Issue date

The Shares the subject of this Resolution 5 must be issued before the date which is 12 months after the date of the Meeting. Furthermore, any approval given under this Resolution 5 will cease to be valid in the event that Shareholders subsequently approve a transaction under ASX Listing Rules 11.1.2 (ie a transaction that will result in a major change in the nature or scale of the Company's activities) or 11.2 (ie one in which the Company disposes of its main undertaking).

7.3A.4 – Purpose of Additional Placement Capacity

The Company may seek to issue Shares under the Additional Placement Capacity for the following purposes:

- to further fund the development activities at the Company's 75% owned ferroalloy smelting project in Sarawak, Malaysia;
- to fund the development activities associated with Phase 2 of the smelting project in Sarawak, Malaysia for the production of manganese alloys;
- to fund the development activities of the quartzite mine located in Perak, Malaysia;
- to reduce the amount outstanding on any of the Company's debt facilities;
- for general corporate or working capital purposes;
- to fund potential acquisitions, if any; and/or
- as non-cash consideration for any of the above mentioned purposes. In such circumstances, the Company will provide a valuation of the non-cash consideration payable as per ASX Listing Rule 7.1A.3. The minimum issue price limitation as set out in Listing Rule 7.1A.3 still applies.

The Company will comply with the disclosure obligations required of it under ASX Listing Rule 3.10.5A in connection with the issue of any Shares under the Additional Placement Capacity.

7.3A.5 – Allocation under the Additional Placement Capacity

The potential placees under any placement which utilises the Additional Placement Capacity have not yet been determined. However, any such placees could consist of current Shareholders or new investors (or both) but in any case, they will, if in Australia, be either sophisticated investors or professional investors within the meaning of section 708(8) or section 708(11) of the *Corporations Act 2001* (Cth), respectively, or if they are outside of Australia, they will be a person to whom the offer for issue or sale of Shares may lawfully be made without any lodgement, filing, registration or other regulatory approval with or by any government agency in the relevant jurisdiction (other than one which the Company is willing to comply).

The Company will comply with the disclosure obligations required of it under ASX Listing Rule 7.1A.4 in connection with the issue of any Shares under the Additional Placement Capacity.

7.3A.6 – Previous approvals under ASX Listing Rule 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

7.3A.7 – Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the issue of Shares under this Resolution 5 and of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and in either case, any associates of those persons. However, the Company will not disregard a vote if it is cast by a person who is entitled to vote, in accordance with the directions on the attached proxy form, or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

As at the date of this Explanatory Statement, the Company has not invited any existing Shareholder to participate in an issue of Shares under the Additional Placement Capacity. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

The Board unanimously recommend that Shareholders vote in favour of Resolution 5.

6. Resolution 6 – Approval to Re-appointment of Auditor

The Company's current Auditor, Foo Kon Tan LLP (formerly known as Foo Kon Tan Grant Thornton 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 in accordance with its statutory requirements and in contravention of any applicable code of professional conduct.

The audit fees paid/payable to Foo Kon Tan LLP for the year ended 31 December 2014 totalled A\$192,000. During 2014 Foo Kon Tan LLP provided no other services to the Company other than audit services.

** Foo Kon Tan LLP left the Grant Thornton network with effect from 1 February 2015 and accordingly as at 1 February 2015, changed its name from Foo Kon Tan Grant Thornton LLP to Foo Kon Tan LLP. The firm is currently in the midst of looking for an alternative international representation.*

The Board unanimously recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

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

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

"**ASIC**" means the Australian Securities and Investments Commission.

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

"**ASX Listing Rules**" means the Listing Rules of ASX, as amended 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.

"**Eligible Entity**" means an entity that at the date of the relevant annual general meeting (i) is not included in the S&P/ASX 300 Index and (ii) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less.

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

"**Notice**" means the Notice of Annual General Meeting accompanying the Explanatory Statement.

"**OMH Group**" means the Company and its subsidiaries.

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

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

"**Special Resolution**" means a resolution that requires at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be cast in favour of the resolution in order for it to be passed.

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OM HOLDINGS LIMITED
(ARBN 081 028 337)



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80 Marine Parade Road, 449269 Singapore
Tel: 65-6346 5515 Fax: 65-6342 2242
Email address: om@ommaterials.com
Website: www.omholdingsltd.com
ASX Code: OMH



OM Holdings Limited
ARBN 081 028 337

— 000001 000 OMH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 10:00am (Singapore/Perth time) Tuesday, 12 May 2015

How to Vote on 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%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report, 24 hours a day, 7 days a week:

www.omholdingsltd.com

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

I ND

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 at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 14 May 2015 at 10:00am (Singapore/Perth time) 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
Resolution 1	Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Julie Anne Wolseley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Tan Peng Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Ivo Philipps as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

OMH

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