OMI Holdings Limited
ACN 091 192 871

23 July 2014

Company Announcements Office
Australian Securities Exchange

OMI Holdings Limited – Complete Shareholders Booklet

On 16 July 2014 OMI Holdings Limited (**Company**) released to the market a shareholders booklet (**Shareholders Booklet**) that contained a notice of a general meeting to be convened on Wednesday 20 August 2014 at Watson Mangioni Lawyers Pty Limited, Level 13, 50 Carrington Street Sydney (**General Meeting**).

Due to an administrative error, a complete copy of the independent expert's report (**IER**) was not attached to the Shareholders Booklet.

For the sake of clarity, and to ensure shareholders have the benefit of the information contained in the IER when they consider the resolutions to be put to the General Meeting, the Company **encloses** a complete version of the Shareholders Booklet. A copy of the complete Shareholders Booklet will also be sent to Shareholders.

Please note that there has been no change to the date of the General Meeting. As previously announced, the Company will convene the General Meeting on 20 August 2014.

Yours sincerely,

Gary Stewart
Company secretary

OMI Holdings Limited

(ACN 091 192 871)

Shareholder Booklet

Corporate Restructure and Acquisition

A notice of meeting is included in Appendix 1 to this Booklet. A Proxy Form for the meeting accompanies this Booklet.

The Independent Expert has concluded that the Corporate Restructure and Acquisition is fair and reasonable.

Your vote is important in determining whether the Corporate Restructure and Acquisition proceeds. This is an important document and requires your urgent attention.

If you are in any doubt as to how to deal with this Booklet, please consult your legal, financial, taxation or other professional adviser immediately.

If you have recently sold all of your Shares, please disregard all enclosed documents.

Important notices

General

You should read this Booklet in its entirety before making a decision on how to vote on the resolutions to be considered at the General Meeting. The notice convening the General Meeting is contained in Appendix 1. A Proxy Form for the meeting is enclosed.

Purpose of this Booklet

The purpose of this Booklet is to:

- provide Shareholders with information in relation to the General Meeting and the proposed Resolutions;
- explain the terms and effect of the Corporate Restructure and Acquisition to Shareholders; and
- provide such information as is prescribed by the Listing Rules.

ASX and ASIC

A copy of this Booklet has been lodged with ASX and ASIC. None of ASX, ASIC nor any of their respective officers takes any responsibility for the contents of this Booklet.

Input from other parties

Leadenhall Corporate Advisory Pty Ltd (ACN 114 534 619) (**Independent Expert**) has prepared the Independent Expert's Report in relation to the Corporate Restructure and Acquisition enclosed with this Booklet and takes responsibility for that report. The Independent Expert is not responsible for any other information contained within this Booklet. Shareholders are urged to read the Independent Expert's Report carefully to understand the scope of the report, the methodology of the assessment, the sources of information and the assumptions made.

Donaco has prepared, and is responsible for, the iSentric Information. Lim Keong Yew has prepared, and is responsible for, the Lim Information. The Company does not assume any responsibility for the iSentric Information and the Lim Holders' Information.

Other than the iSentric Information and Lim Information, the information contained in the remainder of this Booklet has been prepared by the Company and is the responsibility of the Company.

Neither Donaco or any of its representatives assumes any responsibility for the accuracy or completeness of that information. The Company does not assume responsibility for the accuracy or completeness of any other part of this Booklet and assumes responsibility only to the extent required by law.

Investment decisions

This Booklet does not take into account the investment objectives, financial situation, tax position and requirements of any particular person. This Booklet should not be relied on as the sole basis for any investment decision in relation to Shares. Independent financial and taxation advice should be sought before making any decision to invest in the Company or in relation to the Corporate Restructure and Acquisition. It is important that you read the entire Explanatory Memorandum before making any voting or investment decision. In particular, it is important that Shareholders consider the possible disadvantages of the Corporate Restructure and Acquisition and the risk factors identified in Section 2.3 and 5.

Shareholders should carefully consider these factors in light of their particular investment objectives, financial situation, tax position and requirements. If Shareholders are in any doubt on these matters, they should consult their legal, financial, taxation or other professional adviser before deciding how to vote on the Corporate Restructure and Acquisition. Past performance is no indication of future performance.

Forward looking statements

This Booklet includes certain forward looking statements which have been based on current expectations about future events. **The forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such forward looking statements.** The assumptions on which forward looking statements are based may prove to be incorrect or may be affected by matters not currently known to, or considered material by, the Company. Past performance is no indication of future performance.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. You are cautioned not to place undue reliance on those statements.

The forward looking statements in this Booklet reflect views held only as at the date of this Booklet.

Defined terms

Capitalised terms in this Booklet are defined either in the Glossary in Section 8 of this Booklet or where the relevant term is first used.

Currency

References to **dollars** or **$** are references to the lawful currency of Australia.

Volatility in the MYR/$ exchange rate may mean that the actual $ amounts at the time of consideration of this Booklet may differ from the amount stated. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Booklet are due to rounding.

Important dates and times

Date of this Booklet	16 July 2014
Last time and date by which the Proxy Form for the General Meeting can be lodged	2pm (Sydney time) on 18 August 2014
General Meeting* to vote on the Corporate Restructure and Acquisition	2pm (Sydney time) on Wednesday, 20 August 2014

* The General Meeting will be held on Wednesday, 20 August 2014 at Watson Mangioni Lawyers Pty Limited, Level 13, 50 Carrington Street, Sydney at 2pm with registration commencing at 1pm (Sydney time).

You should consult your legal, financial, taxation or other professional adviser concerning the impact your decision may have on your own circumstances.

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Chairman's letter

16 July 2014

Dear Shareholder

It is my pleasure to invite you to attend and vote at a general meeting of the Company (**General Meeting**). The General Meeting will commence at 2pm (Sydney time) on Wednesday, 20 August 2014, at Watson Mangioni, Lawyers Pty Limited, Level 13, 50 Carrington Street, Sydney, New South Wales 2000 Australia (**Venue**).

The Company is acquiring from Donaco International Limited (**Donaco**) a Malaysian company called iSentric Sdn Bhd (**iSentric**). iSentric offers a range of mobile telecommunications and technology services, including mobile micropayments (see section 3 for further details). In consideration we are issuing $12,000,000 of ordinary shares (**Consideration Shares**). These Consideration Shares will be distributed by Donaco to its shareholders. We will also undertake a public capital raising to raise a minimum of $1,000,000 and up to $2,000,000. At completion of the acquisition and capital raising, Lim Keong Yew is likely to control up to 41.7% of the Company (to be renamed iSentric Ltd) and, assuming no existing shareholders participate in the capital raising, existing shareholders will hold approximately 4.9% (see Section 4.6 for further details).

During the General Meeting, approval will be sought for the proposed Corporate Restructure and Acquisition by the Company. The Corporate Restructure and Acquisition will involve the following key steps:

1. a consolidation of the Company's issued securities, pursuant to which all of the issued capital in the Company will be consolidated on approximately a 3.8 to 1 basis (**Consolidation**);

2. the Company acquiring 100% of the issued share capital in iSentric, currently held by Donaco in consideration for the issue of the Consideration Shares by the Company; and

3. a public offer of new Shares, each with an issue price of not less than $0.20, to raise a minimum of $1,000,000 , to be conducted under a prospectus prepared in accordance with Chapter 6D of the Act (**Public Offer**). The Company is required under the terms of the Sale Agreement with Donaco to raise a minimum of $1 million. Notwithstanding this contractual requirement, the Company currently proposes to raise up to $2,000,000 under the Public Offer.

In addition, the Company will change its name to iSentric Limited, 2 of the current Board members (Michael Dorey and Gary Stewart) will resign as directors and 4 new directors associated with Donaco and iSentric will be appointed to the Board.

Currently the Company's assets are limited to its shareholding in Starfield Metals Limited. Upon completion of the Corporate Restructure and Acquisition, the Company will focus its activities on the mobile telecommunications and technology business currently conducted by iSentric (see Section 4.3 for further details). Key risks to the Company's new business focus are detailed in Section 5, they include changes in general economic or political climates, movements in currency or interest rates and the loss of key employees or contracts with key customers.

If the Corporate Restructure and Acquisition proceeds no guarantee can be given in respect of the future earnings of the Company or the earnings and capital appreciation of the Company's investments. Shareholders should consider the risks detailed in Section 5 carefully when assessing the Corporate Restructure and Acquisition.

This Booklet

This Booklet comprises a Notice of Meeting at Appendix 1, a detailed Explanatory Memorandum, an Independent Expert's Report and a personalised Proxy Form.

What you need to do

All Shareholders should carefully read the Booklet in full, and decide how to vote on the resolutions contained in the Notice of Meeting.

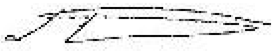
Your vote is important. If you would like to vote, you may either attend the General Meeting in person or alternatively appoint a proxy to vote for you at the General Meeting by using the attached Proxy Form or voting online. If you intend to appoint a proxy, please complete the Proxy Form and return it to us in accordance with the directions on the reverse side of the form by 2pm (Sydney time) on Monday, 18 August 2014.

Attendance

If you wish to attend the General Meeting please bring your Proxy Form with you to assist us to process your registration efficiently.

Your Directors look forward to welcoming you to the General Meeting.

Yours sincerely



Chairman
OMI Holdings Limited

1. Summary of the Corporate Restructure and Acquisition

1.1. Summary

On 9 May 2014, the Company entered into an agreement with Donaco pursuant to which the Company will acquire all of the shares in iSentric from Donaco (**Sale Agreement**). See Section 3 for information about iSentric. The Sale Agreement is summarised in Section 6.

At completion of the Sale Agreement:

(a) Donaco will be issued 60,000,000 Shares in the Company[1] at an issue price of $0.20 per Share (**Consideration Shares**);

(b) the Company will acquire 100% of the issued share capital in iSentric;

(c) the Company's business will become focused on the furtherance and development of the mobile telecommunications and technology business currently conducted by iSentric (see Section 4.3 for details); and

(d) to better reflect the Company's new business operations, the Company will change its name to iSentric Limited.

Completion of the Sale Agreement (and implementation of the Corporate Restructure and Acquisition) is subject to a number of conditions precedents. See Section 1.6 and Section 6.1 for further details.

The Sale Agreement forms part of the Corporate Restructure and Acquisition. The Corporate Restructure and Acquisition refers to all of the corporate actions (summarised in this Section) that must take place in order for the Sale Agreement to complete.

Corporate actions that form part of the Corporate Restructure and Acquisition

In order to fund the costs associated with the Corporate Restructure and Acquisition, the Company proposes to issue 600 Convertible Notes without disclosure to sophisticated and professional investors. The Company expects to issue the Convertible Notes immediately following the General Meeting. Upon their conversion, the holders of Convertible Notes will be issued Shares with attaching Options. See Section 4.5 for details.

In addition, to rationalise the Company's Share price and assist it to re-comply with Chapters 1 and 2 of the Listing Rules, the Company proposes to:

(a) consolidate its issued capital on a 3.769268266502 to 1 basis (**Consolidation**); and

(b) raise up to $2,000,000 through the issue of new Shares, each with an issue price of not less than $0.20, under a prospectus issued by the Company in accordance with the Act (**Public Offer**).

At completion of the Corporate Restructure and Acquisition, Lim Keong Yew, Ng Chin Kong, Lee Chin Wee and Chong Kwong Yang (each a New Director) will be appointed as Directors of the Company.

To align the Company with its new business focus post completion of the Corporate Restructure and Acquisition it is also proposed that the Company change its name to iSentric Limited.

Summary of the Control implications

Immediately after the issue of the Consideration Shares, Donaco's voting power in the Company will increase from 0% to approximately 78.2% (assuming 600 Convertible Notes are issued and subsequently converted, 3,000,000 Shares and 3,000,000 Options are issued on conversion of the Convertible Notes, none of the Options are exercised and 10,000,000 Shares are issued under the Public Offer).

[1] The number of Consideration Shares assumes a consolidation of the Company's capital (on approximately a 3.8 to 1 basis) has been completed.

Donaco has informed the Company that it currently intends to distribute the Consideration Shares to its members (**Donaco Shareholders**) on a pro-rata basis immediately following completion of the Sale Agreement (**Distribution**)[1]. At the time normal trading in the Shares recommences on the ASX it is expected that Lim Keong Yew (a proposed director of the Company) and his Associates (**Lim Holders**) will have a relevant interest in 32,020,096 Shares and a voting power of approximately 41.7%. See Section 4.6 for details of the impact that the issue of Consideration Shares and the Distribution will have on the control of the Company.

Director recommendation

Your Directors believe that the Corporate Restructure and Acquisition will, if it proceeds, provide a solid financial foundation for the future, as well as a capital base that will allow the Company to take advantage of a wider range of attractive investment opportunities in the Asia-Pacific market.

1.2. Shareholder approvals required for the Corporate Restructure and Acquisition

For the Corporate Restructure and Acquisition to proceed, Shareholder approval is required:

(a) under Listing Rules 7.1 and 10.11 for the issue of Convertible Note's and Options (on conversion of those Convertible Notes) (see Resolutions 1 and 2);

(b) under 254H of the Act for the Consolidation (see Resolution 3);

(c) under Listing Rule 11.1 for the significant change to the nature and scale of the Company's activities that will result from the acquisition of iSentric (see Resolution 4);

(d) under Item 7 of Section 611 of the Act for the acquisition of a relevant interest in the Company greater than 20% by the following persons:

  (i) Donaco, as a result of the issue by the Company of the Consideration Shares (see Resolution 5);

  (ii) each of Slim Twinkle, Convent Fine, Mr Lim Keong Yew and Lim Keong Hoe, the largest substantial Donaco Shareholders as a result of the Distribution (see Resolution 6); and

  (iii) Jox Holdings, an entity controlled by Lim Keong Yew, as a result of the proposed transfer of Shares by Slim Twinkle and Convent Fine to Jox Holdings and the Shares acquired by Jox Holdings under the Public Offer (see Resolution 7);

(e) under Listing Rule 7.1 for the issue of up to $2,000,000 of new Shares under the Public Offer to be conducted under the Prospectus (see Resolution 8); and

(f) to appoint each of Lim Keong Yew, Ng Chin Kong, Lee Chin Wee and Chong Kwong Yang as directors of the Company (see Resolutions 9 – 12).

1.3. Additional Shareholder approvals being sought

Shareholder approval is also required:

(a) under Listing Rule 10.11 for Jox Holdings to participate in the Public Offer (see Resolution 13); and

(b) under 157 of the Corporations Act for the Company to change its name at Completion of the Corporation Restructure and Acquisition to iSentric Limited (see Resolution 14).

Completion of the Corporation Restructure and Acquisition is not conditional on the additional approvals the subject of Resolutions13 and 14.

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[1] The Distribution is conditional on Donaco being granted shareholder approval. Donaco has convened a general meeting for this purpose that will be held on or around the date of the General Meeting.

1.4. What approvals are required?

Resolutions 1 - 13 (inclusive) require approval by a simple majority of votes (50% or more) cast by eligible Shareholders at the General Meeting.

Resolution 14 requires approval by a special majority of votes (75% or more) cast by eligible Shareholders at the General Meeting.

For the full explanation of the nature, purpose and effect of the Resolutions and the voting restrictions applying to them, please refer to Section 7 of this Booklet.

1.5. Inter-conditional Resolutions

Resolutions 3 – 12 (inclusive) are inter-conditional. This means that each of these Resolutions needs to be passed for the approval sought to be effective. Resolutions 3 – 12 (inclusive) are also conditional on Resolutions 1 and 2. This means that:

(a) each of Resolution 1 to 12 (inclusive) needs to be passed for the approval sought in respect of the Corporate Restructure and Acquisition to be effective; but

(b) Resolutions 3 – 12 (inclusive) do not need to be passed for the approval sought in respect of the Convertible Notes and Options pursuant to Resolution 1 and 2 to be effective.

1.6. Director recommendations

The Directors consider that the transactions the subject of the Resolutions are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolutions (in the absence of a superior proposal prior to the date of the meeting).

Proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Director which do not contain a direction will be voted in support of Resolutions (in the absence of a superior proposal prior to the date of the meeting).

1.7. Key conditions to implementation

For the Corporate Restructure and Acquisition to proceed:

(a) the conditions precedent to completion of the Sale Agreement must be satisfied (see Section 6.1 for further details);

(b) Resolutions 1 – 12 (inclusive) must be approved at the General Meeting; and

(c) the Company must re-comply with Chapter 1 and Chapter 2 of the Listing Rules (See Section 5.4 for details about compliance with Chapter 1 and Chapter 2 of the Listing Rules).

As at the date of this Booklet, the Company has no reason to believe that the conditions to implementation of the Corporate Restructure and Acquisition will not be satisfied.

1.8. Implementation timetable

If Resolutions 3 – 12 (inclusive) are approved at the General Meeting and the other conditions listed in Section 1.6 (above) are satisfied the Corporate Restructure and Acquisition will be implemented.

It is expected the Corporate Restructure and Acquisition will be implemented as follows:

Action	Date
Date of Booklet	16 July 2014
The Company lodges prospectus for the Public Offer with ASIC and Appendix 1A with ASX	16 July 2014

Action	Date
General Meeting is convened	20 August 2014
Convertible Notes are issued	21 August 2014
The Public Offer opens	22 August 2014
Consolidation is completed	2 September 2014
Public Offer closes	3 September 2014
Receipt of ASX Chapters 1 and 2 Confirmation	3 September 2014
Completion of the Sale Agreement and Shares are issued under the Public Offer	5 September 2014
Convertible Notes are converted, the Company issues Shares and Options and lodges Appendix 3B with ASX	11 September 2014
Donaco undertakes the Distribution	16 September 2014
The Company is reinstated on the ASX	19 September 2014
Normal trading in Shares expected to commence	19 September 2014

The above dates are subject to change and are indicative only.

1.9. Independent Expert's Report

The Company engaged the Independent Expert to prepare an Independent Expert's Report expressing an opinion on whether or not the Corporate Restructure and Acquisition is fair and reasonable to Shareholders.

The Independent Expert concludes that:

> *"The Proposed Transaction is fair because the Fair Market Value of an OMI share before the Proposed Transaction is below the Fair Market Value of a share in the Proposed Merged Entity (represented by OMI with a 100% ownership in iSentric after completing the Proposed Transaction).*
>
> *As the number of shares being issued will result in Donaco's shareholders obtaining control of OMI, we have assessed the Proposed Transaction as if it was a takeover offer. OMI's shareholders will retain their existing share should the Proposed Transaction occur and will not receive any other compensation. The effective consideration is therefore one share in the Proposed Merged Entity for every OMI share currently held. We have therefore compared the value of an OMI share on a control basis before the Proposed Transaction with the value of a share in the Proposed Merged Entity on a minority basis."*

A copy of the Independent Expert's Report is enclosed with this Booklet and you should read it as part of your assessment of the Corporate Restructure and Acquisition.

2. Rationale for the Corporate Restructure and Acquisition

2.1. Introduction

The purpose of this Section is to identify significant issues for Shareholders to consider in relation to the Corporate Restructure and Acquisition. Shareholders are reminded that the Corporate Restructure and Acquisition will not proceed unless all of Resolutions 1 – 12 (inclusive) are approved at the General Meeting.

Before deciding how to vote at the General Meeting, Shareholders should carefully consider the factors discussed below, as well as the other information contained in this Booklet.

2.2. Rationale for the Corporate Restructure and Acquisition

The Company's rationale for proceeding with the Corporate Restructure and Acquisition can be summarised as follows:

- **Access to telecommunication and technology sector -** The Directors consider that the acquisition of iSentric and the change to the nature and scale of the Company's activities represents an opportunity for the Company and its Shareholders to benefit from the growing mobile technology and mobile commerce market, particularly in Asia and the wider Asia Pacific, and the continued growth and success of iSentric in these industries.

- **Cash flow positive and profitable ASX listed entity** – Based upon iSentric's financial results as summarised in Section 3.5, the Corporate Restructure and Acquisition will create a cash-flow positive and profitable ASX-listed entity. The OMI/iSentric Merged Entity will focus on the furtherance and development of the mobile telecommunications and technology business currently conducted by iSentric. See Section 4.3 for details.

- **Strengthened market capitalisation** – The issue of Consideration Shares to Donaco, the subsequent distribution of those Shares to Donaco Shareholders and the issue of new Shares under the Public Offer will provide the Company's share register with greater strength and stability. The increase in the Company's market capitalisation is expected to result in increased liquidity in the Company's Shares. Increased liquidity and investor interest is expected to give Shareholders the opportunity to more readily realise value from their Shares.

- **Access to funding and growth potential -** The expected increased market capitalisation of the Company and, what your Directors consider to be, favourable market sentiment for the mobile telecommunications and technology industry may increase the Company's capacity to access funding in order to expand and grow its business operations.

- **Premium to valued price** – The Corporate Restructure and Acquisition values the equity in the Company at approximately 5.3 cents per Share (20 cents post consolidation), which is approximately a 16% premium to the mid range valuation provided in the Independent Expert Report. The net asset valuation methodology used in the Independent Expert Report is detailed Section 7.2 of the Independent's Expert Report.

- **Viable business opportunity** - The continuing viability of the Company as a going concern depends on identifying suitable opportunities which will sustain a viable business. The Corporate Restructure and Acquisition presents an opportunity to benefit from the growth of the mobile telecommunications and technology sector, particularly in Asia and the Asia Pacific regions.

- **Change in company name –** The directors consider the change in the Company name to iSentric Limited will align the Company with its new business focus post completion of the Corporate Restructure and Acquisition.

- **Director's unanimous recommendation –** It is the unanimous recommendation of the Directors that, in the absence of a superior proposal, the Shareholders should vote in favour of the Corporate Restructure and Acquisition.

- Each Director of the Company intends to vote all Shares they own or control in favour of all Resolutions (in the absence of a superior proposal).

2.3. Why you may vote against the Corporate Restructure and Acquisition

Shareholders may decline to approve the Corporate Restructure and Acquisition for a number of reasons. These may include the following:

- **Disagree with the change to business** – At completion of the Corporate Restructure and Acquisition the Company will change the nature of its activities to become a company which will focus on mobile and wireless telecommunications technology. Those activities may not be consistent with the objects of all Shareholders.

- **Control** – Immediately after the issue of the Consideration Shares, Donaco's voting power in the Company will increase from 0% to 78.2%[1]. Donaco will distribute the Consideration Shares to Donaco Shareholders under the Distribution as soon as possible following completion of the Sale Agreement. Following the Distribution and prior to ordinary trading in Shares recommencing on ASX, the Lim Holders are expected to acquire an aggregate of up to 32,020,096 Shares, which would give Lim Keong Yew voting power of approximately 41.7%. The Lim Holders intentions are summarised in Section 4.7. The current and future intentions of the Lim Holders in respect of the Company may not align with the expectations of Shareholders.

- **Disagree with the Independent Expert** – the Independent Expert has concluded that the issue of Consideration Shares to Donaco and the subsequent acquisition of Shares by Slim Twinkle, Convent Fine, and the Lim Holders is fair to Shareholders. You are not obliged to agree with that conclusion.

- **Dilution** – Shareholders have not been given the opportunity to participate in the issue of the Convertible Notes or Options (the subject of Resolutions 1 and 2) or the Consideration Shares (the subject of Resolution 5). As a result, Shareholders' interests in the Company will be significantly diluted if the Resolutions are approved and the Convertible Notes are subsequently converted and again if the Corporate Restructure and Acquisition proceeds (by the issue of Consideration Shares and the Public Offer). Shareholders will however be given an opportunity to participate in the Public Offer.

- **Reducing the attractiveness of the Company as a takeover target** – As noted above, following the Distribution and prior to ordinary trading in Shares recommencing on ASX, Lim Keong Yew may acquire voting power of up to 41.7%. The voting power held by Lim Keong Yew may reduce the attractiveness of the Company to potential acquirers as it may make a takeover of the Company difficult.

- **Risks associated with iSentric** – The future earnings of the Company and the value of iSentric business is affected by;

  - the general economic climate, political movements, currency movements, interest rates and other factors beyond the control of the Company.

  - the loss or the re-negotiation of contracts with key customers may impact the financial performance;

  - the volume of transactions fluctuate and as a result the financial performance of iSentric may vary for reporting periods, which may impact the perception of value of the business;

  - iSentric intends to pursue acquisitions as part of its growth strategy. The Company's ability to execute and manage any acquisition may adversely impact the future performance of the business.

  As a result, if the Corporate Restructure and Acquisition proceeds no guarantee can be given in respect of the future earnings of the Company or the earnings and capital appreciation of the Company's investments. You may not consider the Corporate Restructure and Acquisition to be a sound investment decision.

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[1] This assumes the Convertible Notes are issued, 3,000,000 Shares are issued on conversion of the Convertible Notes, none of the Options are exercised and $2,000,000 is raised under the Public Offer.

- **Increased costs** – If the Corporate Restructure and Acquisition is approved, the costs incurred by the Company will increase. However some costs (such as fixed administrative costs) will reduce on a per Share basis, as they are spread across a larger capital base.

2.4. Risks of the Corporate Restructure and Acquisition

Whilst the Company considers the benefits for Shareholders far outweigh the risks, there are a number of risks to Shareholders associated with the Corporate Restructure and Acquisition. See Section 5 for details of material risks identified by the Directors.

2.5. Key implications if the Corporate Restructure and Acquisition does not proceed

If any one of Resolutions 1 – 12 (inclusive) is not approved by Shareholders or another key condition precedent to the Corporate Restructure and Acquisition is not satisfied or waived:

- the Corporate Restructure and Acquisition will not proceed;
- the Shareholders will retain their current interest in the Company and there will be no change to the Board of the Company;
- the Company will have spent substantial Board and management time and resources pursuing the Corporate Restructure and Acquisition, without realising any benefits of the Corporate Restructure and Acquisition;
- the Company would lose an opportunity to advance its business with a substantial and credible investor;
- the Company is likely to have to search for other sources of funding, on terms that are uncertain and unpredictable.

See Section 4.9 for details of the Board's plans for the Company's business if the Corporate Restructure and Acquisition does not proceed.

3. iSentric

3.1. Profile of iSentric

iSentric is a Malaysian company which was incorporated in 2001 and currently employs 35 people.

iSentric operates in the mobile services sector offering mobile content distribution, mobile payment aggregation, mobile banking and bespoke corporate mobility solutions.

The business predominantly services customers in the financial services sector and mobile phone service providers. The services offered by iSentric are summarised in Section 4.1 of the Independent's Expert Report.

3.2. Market

For a description of the markets in which iSentric operates refer to Section 3 of the Independent Expert Report.

3.3. Key Management of iSentric

The managers of iSentric have extensive experience in the mobile services sector. Set out below are summaries of the managers' experience.

Role	Experience
Chief Executive Officer/Director	Lee Chin Wee was a founding shareholder of iSentric and is currently a director and the Chief Executive Officer. See Section 4.8 for further details.
Chief Technology Officer/Director	Ng Chin Kong was a founding shareholder of iSentric and is currently a director and Chief Technology Officer. Subject to Shareholder approval, Ng Chin Kong will be appointed to the board of the OMI/iSentric Merged Entity at completion of the Sale Agreement and Public Offer. See Section 4.8 for further details.
Director	Lim Keong Yew is a director of iSentric and the managing director and chief executive officer of Donaco. Subject to Shareholder approval, Lim Keong Yew will be appointed to the board of the OMI/iSentric Merged Entity at completion of the Sale Agreement and Public Offer. See Section 4.8 for further details.
Head of Mobility Enterprise	Chan Yann-Nong is head of iSentric's mobility enterprise division. He obtained a bachelor's degree in network computing from Monash University, Australia and a Master of Business Administration (MBA) from University of Malaya. Prior to iSentric, Chan Yann-Nong worked on the development of banking systems and has expertise in business development, project implementation, e-business and mobile technology.
Chief Operating Officer	Yuen Yeong Huey is iSentric's Chief Operating Officer Yuen Yeong Huey obtained a BSc (Hon) degree in Computer Science from De-Monfort University (Malaysia Campus). Prior to iSentric, she worked for Malayan Banking Berhad. Yuen Yeong Huey has expertise in project management, IT development and operations.
Head of Mobility Game Service	Aw Wai Seong is the head of iSentric's Mobility Game Service division. Aw Wai Seong holds a Business Administration degree from Western Michigan University in the USA. Aw Wai Seong has over ten years of experience in the mobile and online game publishing industry.
Head of Digital Content and Service	Mohamad Shahrul bin Ab Majid is the head of iSentric's Digital Content and Service division. Shahrul has a finance background and has more than 15 years' experience in the mobile industry.

3.4. iSentric's historical financial performance

The following table is a historical summary of iSentric's profit and loss statements based on iSentric's audited accounts (prepared in accordance with International Financial Reporting Standards (IFRS)) and with respect to the current financial year, the unaudited management accounts of iSentric. The profit and loss statement summary has been prepared to illustrate the historical financial performance of iSentric. ***Past performance of iSentric is not indicative of the future performance of the Company post completion of the Corporate Restructure and Acquisition.***

	31 Dec 2010 (12 months)	31 Dec 2011 (12 months)	31 Dec 2012 (12 months)	30 June 2013 (6 months)	30 May 2014 (11 months)
Revenue	$3,283,583	$6,317,615	$5,486,350	$2,668,424	$7,530,604
Gross Profit	$583,514	$1,166,904	$1,311,092	$497,983	$2,719,281
Profit before tax	$275,251	$781,565	$933,303	$213,991	$1,525,283
Tax expense	($136)	($4,018)	$8,769	($4,161)	-
Net profit after tax	$275,115	$777,547	$942,072	$209,830	$1,525,283
Net profit attributable to shareholders	$275,115	$777,547	$942,072	209,830	$1,525,283

Notes:

1. All amounts stated in Australian dollars and have been converted from Malaysian Ringgit. The exchange rate used for each period is derived by taking the rate at the end of each month in the period averaged across the year.
2. The column headed "31 December 2010" is a summary profit and loss statement of iSentric based on the audited accounts for iSentric prepared in relation to the full financial year ended 31 December 2010.
3. The column headed "31 December 2011" is a summary profit and loss statement of iSentric based on the audited accounts for iSentric prepared in relation to the full financial year ended 31 December 2011.
4. The column headed "31 December 2012" is a summary profit and loss statement of iSentric based on the audited accounts for iSentric prepared in relation to the full financial year ended 31 December 2012.
5. The column headed "30 June 2013" is a summary profit and loss statement of iSentric based on the audited accounts for iSentric prepared in relation to the full financial year ended 30 June 2013. In 2013 iSentric changed its balance date from 31 December to 30 June (so that its balance date would align with Donaco's). As a result, iSentric's 2013 financial year spanned a period of 6 months.
6. The column headed "30 April 2014" is a summary profit and loss statement of iSentric based on the unaudited management accounts for 10 months of the 2014 financial year for iSentric provided to the Independent Expert to assist in the preparation of the report, which accompanies this Notice of Meeting.

See Section 4.5 of the of the Independent's Expert Report for further information about iSentric's financial performance, including details of the split of revenue across iSentric's business divisions. See Section 4.7 of the of the Independent's Expert Report for information of the financial position of iSentric.

4. Profile of the Company and impact of the Corporate Restructure and Acquisition

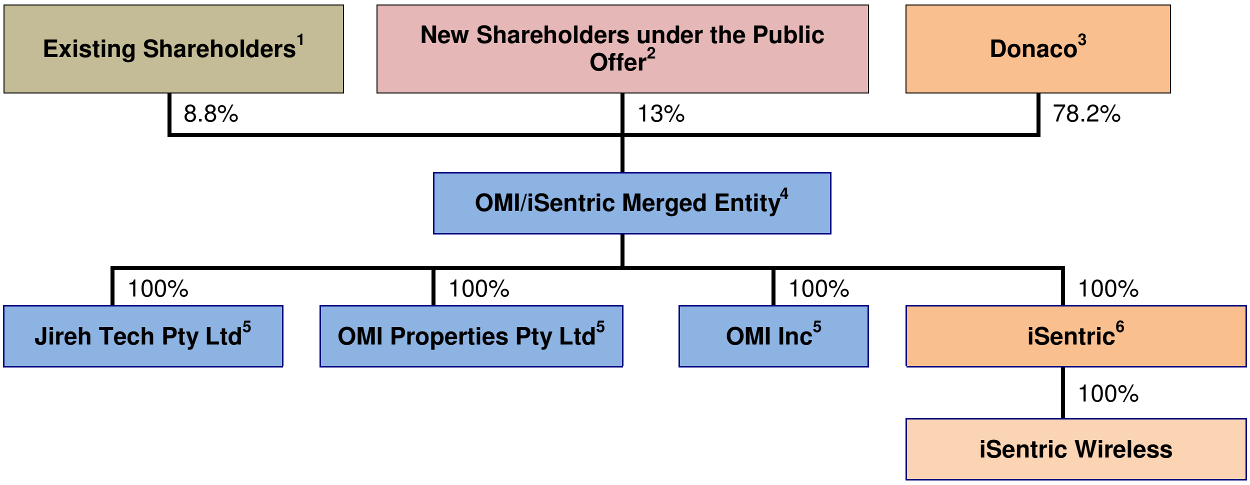
4.1. Profile of the Company

The Company was admitted to the Official List of ASX in October 2000.

The Company is an entity whose principle focus has been in research, development and manufacture of medical products. Currently the Company's assets are limited to its shareholding in Starfield Metals Limited, an unlisted company with exploration interests in tin and tantalite elements in Uganda and Zambia. See Section 6.1 of the Independent Expert Report for a summary of the Company's history.

4.2. Structure of OMI/iSentric Merged Entity

Immediately after completion of the Sale Agreement, and immediately before the Distribution is made, iSentric will be 100% owned by the Company (directly) and approximately 78.2% owned by Donaco (indirectly) through Donaco's interest in the Company. Set out below is the structure of the Company immediately after the issue of the Consideration Shares. See Sections 4.5 and 5.4 for further detail.



Notes:

1. Existing Shareholders includes persons who acquire Shares following conversion of 600 convertible notes to be issued by the Company to fund its cost associated with the Sale Agreement and Public Offer. The percentage holding assumes 3,000,000 Shares are issued on conversion of these convertible notes. The percentages shown assume options attached to each note are issued but not exercised.
2. Assumes 10,000,000 Shares at $0.20 per Share to raise $2,000,000 under the Public Offer and that neither Donaco nor existing Shareholders participate in the Public Offer.
3. Immediately after the issue of the Consideration Shares, Donaco's voting power in the Company will increase from 0% to 78.2% (assuming 3,000,000 Shares and options are issued on conversion of the convertible notes, none of the options are exercised and $2,000,000 is raised under the Public Offer).
4. The Company's name will be changed to iSentric Limited.
5. Dormant subsidiary.
6. The Company's material business operations will be conducted by iSentric.

4.3. Business Profile of the OMI/iSentric Merged Entity

Upon completion of the Corporate Restructure and Acquisition, the Company proposes to focus its activities on the mobile telecommunications and technology business currently conducted by iSentric.

The Company currently intends to do this through:

(a) the continuation and development of the services currently offered by iSentric (see Section 3.1 for details); and

(b) if appropriate targets can be identified, the acquisition of existing mobile telecommunications or technology businesses currently operating in the Asia-Pacific region.

The Company will seek to identify mobile telecommunications and technology businesses it considers to be valued below their intrinsic values and that offer the potential of being positively influenced by iSentric's management team taking an active role in business operations. The Company will seek to leverage the skill and knowledge of iSentric's management team to peruse value accretive business acquisitions. The Company has not currently identified any potential target acquisitions.

In addition, following of the Corporate Restructure and Acquisition, the Company currently intends to:

(a) raise capital as and when the Board considers necessary. The Company has no present intention of raising additional capital; and

(a) review the Company's shareholding in Starfield Metals Limited and assess whether this investment should be retained or sold.

Other than the changes to the Board, there are no current plans to change the Company's management team or to make any changes to the employees as a result of and following successful implementation of the Corporate Restructure and Acquisition.

The statements set out in this Section are statements of present intention of Terry Cuthbertson, Lim Keong Yew, Ng Chin Kong, Lee Chin Wee and Chong Kwong Yong, being the persons who will comprise the Board if the Corporate Restructure and Acquisition proceeds. The intention of the OMI/iSentric Merged Entity Board may change as new information becomes available.

4.4. Illustrative pro forma balance sheet for the Company and consolidation adjustments for the OMI/iSentric Merged Entity

The table below shows the Company's Statement of Financial Position as at 31 December 2013. The pro forma statement of financial position incorporates:

- the audited financial position of the Company as at 31 December 2013;
- adjustments to recognise (for accounting purposes) the acquisition of iSentric by the Company; and
- consolidated adjustments to recognise goodwill and to eliminate the share capital and retained losses of the Company.

	OMI Actual 31 Dec 2013[1]	Pro forma "A"[2]	iSentric Actual 31 Dec 2013[3]	Consolidation Adjustments[4]	Pro Forma "B" (Consolidated)[5]
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	159,664	2,600,000	854,975		3,614,639
Trade and other receivables	17,093		1,870,693		1,887,786
Other receivables & deposits			78,169		78,169
Amount owing by holding company			18,981		18,981
Tax refundable			800		800
TOTAL CURRENT ASSETS	176,757	2,600,000	2,823,618		5,600,375
NON-CURRENT ASSETS					
Intangible assets	25,000				25,000
Investments	340,663	12,000,000		(12,000,000)	340,663
Property and equipment			29,012		29,012
Development expenditure			119,035		119,035
Goodwill				11,718,083	11,718,083
TOTAL NON-CURRENT ASSSETS	365,663	12,000,000	148,047	(281,917)	12,231,793
TOTAL ASSETS	542,420	14,600,000	2,971,665	(281,917)	17,832,168

	OMI Actual 31 Dec 2013[1]	Pro forma "A"[2]	iSentric Actual 31 Dec 2013[3]	Consolidation Adjustments[4]	Pro Forma "B" (Consolidated)[5]
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	140,503	420,000	1,089,269		1,649,772
Other Financial Liabilities	120,000				120,000
Other payables and accruals			226,086		226,086
TOTAL CURRENT LIABILITIES	260,503	420,000	1,315,355		1,995,858
NON CURRENT LIABILITIES					
Deferred tax liabilities					
TOTAL LIABILITIES	260,503	420,000	1,315,355		1,995,858
NET ASSETS	281,917	14,180,000	1,656,310	(281,917)	15,836,310
EQUITY					
Issued capital	41,228,030	14,600,000	34,200	(41,228,030)	14,634,200
Accumulated losses	(40,946,113)	(420,000)	1,622,110	40,946,113	1,202,110
TOTAL EQUITY	281,917	14,180,000	1,656,310	(281,917)	15,836,310

Notes:

1. The column headed "OMI Actual 31 December 2013" is a summary balance sheet of the Company based on the audited reviewed balance sheet of the Company as at 31 December 2013.
2. The column headed "Pro forma A" is the audited balance sheet of the Company as at 31 December 2013 adjusted as if the following had taken place on 31 December 2013:
   (a) completion of the Sale Agreement and Public Offer;
   (b) Increase in cash and cash equivalents assumes the Company issued 600 convertible notes convertible into 3,000,000 Shares, raising $600,000. Additionally assumes $2,000,000 has been raised by the company via the Public Offer.
   (c) Investments increased by $12,000,000 representing the value of the Consideration Shares to be issued in consideration for iSentric. The value of the Consideration Shares and iSentric was determined following negotiations between the Directors of the Company and the directors of Donaco.
   (d) Trade and other payables include costs associated with the Sale Agreement and Public Offer and Public Offer. These costs include a capital raising fee, legal fees, accounting and taxation advisory fee, ASX listing fees, an independent expert report and corporate advisory fees of roughly $420,000.
3. The column headed "iSentric Actual 31 December 2013" is a summary balance sheet of iSentric based on the audited reviewed balance sheet of iSentric as at 31 December 2013. All amounts have been converted into Australian dollars at the rate MYR/AUD 0.342 (the applicable exchange rate as at 31 December 2013).
4. The column headed "Consolidation Adjustments" details each adjustment required to consolidate the OMI/iSentric balance sheet.
5. The column headed "Pro Forma "B" (Consolidated)" is the pro forma balance sheet for the OMI/iSentric Merged Entity based on Pro forma A and the audited reviewed balance sheet of iSentric as at 31 December 2013, adjusted to reflect each of the consolidation adjustments detailed in the column headed "Consolidation Adjustments".

The consolidation adjustments in the above table have been made to reflect the Sale Agreement and Public Offer. The accounting acquirer (i.e. iSentric) usually issues no consideration for the acquiree. Instead, the accounting acquiree (i.e. the Company) usually issues its equity shares to the owners of the accounting acquirer. Accordingly, at the acquisition date the fair value of the consideration transferred by the accounting acquirer for its interest in the accounting acquiree is based on the number of equity interests the legal acquiree would have had to issue to give the owners of the legal acquirer the same percentage equity interest in the combined entity that results from the reverse acquisition.

The cost of a reverse acquisition business combination is calculated by determining the amount of OMI/iSentric equity shares it would need to issue to the Company in order to maintain the same proportionate holding of the OMI/iSentric Merged Entity.

4.5. Impact on the Company's capital structure

Pro forma capital structure

This Section provides details on the impact that the Corporate Restructure and Acquisition is expected to have on the Company's capital structure.

Point in time	Number of Securities in the Company		
	Shares	Convertible Notes	Options
As at the date of the Booklet	14,134,977	Nil	Nil
Step 1: Date of the General Meeting			
Following the issue of the Convertible Notes[1]	14,134,977	600	Nil
Step 2: after the General Meeting			
Immediately after the Consolidation [2]	3,750,000	600	Nil
Step 3 (Concurrent Steps): Conditional confirmation re satisfaction of Chapters 1 and 2			
Public Offer (assuming 10,000,000 Shares issued and $2,000,000 is raised) [3]	13,750,000	600	Nil
Immediately after the issue of the Consideration Shares [4]	73,750,000	600	Nil
Immediately after the conversion of the Convertible Notes [5]	76,750,000	Nil	3,000,000
Step 4: Following the Backdoor Listing			
Exercise of 100% of the Options [6]	79,750,000	Nil	Nil

Notes:

1. Assumes the maximum number of Convertible Notes are issued. Convertible Notes may be converted in to fully paid ordinary Shares in the Company, at a conversion price of $0.20, equalling 5,000 Shares per Convertible Note. If all Convertible Notes are issued and subsequently converted 3,000,000 Shares and 3,000,000 Options will be issued.
2. Assumes the maximum number of Convertible Notes are issued and the Consolidation takes place. The exact number of Shares on issue following the Consolidation will depend on rounding.
3. Assumes the maximum number of Convertible Notes are issued and subsequently converted and the Company issues 10,000,000 Shares at $0.20 per Share to raise $2,000,000 under the Public Offer.
4. Assumes the maximum number of Convertible Notes are issued and subsequently converted, the Company raises $2,000,000 under the Public Offer and 60,000,000 Shares are issued to Donaco at completion of the Sale Agreement.
5. Assumes 100% of the Convertible Notes are converted and that 3,000,000 Shares and Options are issued on conversion of the Convertible Notes.
6. Figures are calculated on a fully diluted basis. To show maximum possible dilution, the table assumes 100% of the Options have been exercised.

Convertible Notes

The Company proposes to issue convertible notes on the terms set out in Annexure A and summarised below (**Convertible Notes**).

The number of Convertible Notes for which Shareholder approval is being sought is 600. Each Convertible Note has an issue price of $1,000 and may be converted into fully paid ordinary Shares, each with an attaching bonus option, issued for free, on the terms set out in Annexure B (**Options**).

Interest shall accrue on the principal outstanding on each Convertible Note from the date of issue until conversion at the following rates:

(b) in the period ending 6 months after issue, at the rate of 12% per annum; and

(c) in the period commencing 6 months after issue, at a rate of 15% per annum.

Subject to receipt of Shareholder approval, the Convertible Notes will be issued after the General Meeting.

The Convertible Notes can only be converted after completion of the Consolidation (see below for further details). The Consolidation provides for the consolidation of the Company's issued securities on a ratio of approximately 3.8 to 1. In accordance with Listing Rule 7.20, the conversion price for the Convertible Notes will be consolidated on the same basis. As a result of the Consolidation, each Convertible Note will have a conversion price of $0.20 and will convert into 5,000 Shares (each with an attaching Option).

The Company may convert the Convertible Notes before completion of the Sale Agreement, after receiving conditional approval from ASX for the re-admission of the Company's Shares to quotation on the Official List.

The Directors currently intend on converting 100% of the Convertible Notes.

If all Convertible Notes are converted, approximately 3,000,000 Shares and 3,000,000 Options will be issued. The above table (headed "Pro forma capital structure") summarises the impact that conversion of 100% of the Convertible Notes would have on the Company's issued capital.

The Options to be issued on conversion of the Convertible Notes will give the holder the ability to subscribe for 1 additional Share at a price equal to $0.20 at any time prior to the 3rd anniversary of their issue. The Options will not be listed on the ASX.

The primary use of the funds raised on the issue of the Convertible Notes will be to fund the costs associated with the implementation and completion of the Corporate Restructure and Acquisition.

No funds will be raised by the issue of Options. Assuming 3,000,000 Options are issued, the Company will raise up to $600,000 if 100% of the Options are exercised. The Company will use these funds for general working capital purposes.

Consolidation

As a means of rationalising the current number of Shares on issue, and to prepare the Company for the proposed acquisition of shares in iSentric, the Directors believe it is necessary to reduce the existing number of Shares on issue.

Resolution 3 provides for the consolidation of the Company's issued securities on a ratio of approximately 3.8 to 1. This means that approximately 3.8 existing Shares will be consolidated into 1 consolidated Share. In addition, the conversion price for the Convertible Notes (then on issue) will be consolidated on the same basis. See above for further details.

The number of consolidated Shares you will hold post Consolidation will be rounded down to the nearest whole number. For rounding purposes, holdings in the same name will be aggregated.

The underlying asset backing of each Shareholder's parcel of shares in the Company will not change, even though the number of shares held will be reduced. The process of Consolidation does not involve a capital reduction. See Section 1.8 for details when the Company expects to implement the Consolidation (if approved).

Distribution

Immediately following completion of the Sale Agreement (and issue of the Consideration Shares), Donaco has told the Company that, subject to receipt of the necessary corporate and shareholder approvals and waivers, it will undertake the Distribution. Under the Distribution 100% of the

Consideration Shares will be distributed to eligible Donaco Shareholders on approximately a 0.13 for 1 basis. In other words, Donaco Shareholders will be entitled to receive approximately 0.13 Shares for each ordinary share in Donaco (**Donaco Share**) they hold on the Distribution's record date (**Distribution Entitlement**).

Donaco has informed the Company that it expects the Distribution will be structured as follows:

(a) Donaco Shareholders who are not Ineligible Shareholders (defined below):

    (i) can elect to receive the Shares the subject of their Distribution Entitlement; or

    (ii) can elect to have the Shares the subject of their Distribution Entitlement sold under a sale facility and receive cash;

(b) Ineligible Shareholders will have the Shares the subject of their Distribution Entitlement sold on their behalf and the proceeds (less any costs) remitted to them.

It is proposed that immediately following the Distribution, 2 Donaco Shareholders, Slim Twinkle and Convent Fine controlled by Lim Keong Hoe and Lim Keong Yew have informed the Company that they intend to transfer the Shares received under the Distribution. Convent Fine and Slim Twinkle currently intend to transfer 100% of these Shares to an entity controlled by Lim Keong Yew, called Jox Holdings. Jox Holdings be transferred these Shares off-market without disclosure in reliance on Section 708(8) of the Act.

As a result of the Distribution and transfers to Jox Holdings:

(a) Donaco's voting power in the Company will be reduced to 0%;

(b) the voting power acquired by Slim Twinkle, Convent Fine and Lim Keong Hoe (through his relevant interest in securities held by Slim Twinkle and Convent Fine) under the Distribution, will be reduced to 0%; and

(c) the Lim Holders' are expected to acquire voting power in excess of approximately 35.2% (See Section 4.6 for further details).

Shareholder approval is required for Donaco, Slim Twinkle, Convent Fine and Lim Keong Hoe to acquire voting power in excess of 20% notwithstanding that they will not retain this power for any period of time. Section 4.7 sets out the current intentions of the Lim Holders with regard to the Company should the Corporate Restructure and Acquisition proceed.

Shareholders are also being asked to authorise Jox Holding's participation in the Public Offer and acquisition of up to a further 5,000,000 Shares (see Resolution 13).

See Section 4.6 for details on the impact the Corporate Restructure and Acquisition will have on the control of the Company.

4.6. Impact on control of the OMI/iSentric Merged Entity

Control as at the date of the Booklet

The Company currently has 4 substantial shareholders: Fullerton Private Capital Pty Limited (with voting power of 8.35%), Norfolk Enchants Pty Ltd ATF Trojan Retirement Fund (with voting power of 6.71%), Mr and Mrs McMillan (with voting power of 5.60%) and Klip Pty Ltd ATF Beirne Super Fund (with voting power of 5.33%).

Control after completion of Sale Agreement and Public Offer and before Distribution

Immediately after completion of the Sale Agreement and Public Offer, assuming that none of the Company's current substantial shareholders participate in the Public Offer, the Company is likely to have 3 substantial shareholders, being:

- Donaco, whose voting power will equal approximately 78.2%;

- Jox Holdings whose voting power will equal up to 6.5% (assuming Jox Holdings is entitled to participate in the Public Offer and is issued 5,000,000 Shares); and

- Lim Keong Yew, who as the controller of Jox Holdings will have a relevant interest in the Shares issued to Jox Holdings under the Public Offer and will therefore have voting power of up to 6.5% (assuming Jox Holdings is entitled to participate in the Public Offer and is issued 5,000,000 Shares).

As Lim Keong Yew is a proposed director of the Company, Jox Holdings' participation in the Public Offer is subject to Shareholder approval. This is the purpose of Resolution 13. If Shareholders approve Jox Holdings' participation in the Public Offer, 5,000,000 Shares is the maximum number of Shares Jox Holdings can subscribe for and be issued under the Public Offer. Note there is no guarantee that Jox Holdings will subscribe for and be issued 5,000,000 Shares under the Public Offer.

In circumstances where Shareholders do not approve Jox Holdings' participation in the Public Offer, the Company will only have 1 substantial shareholder at completion of the Sale Agreement and Public Offer, being Donaco.

At this point in time, Donaco will have the ability to individually carry or block both ordinary (requiring 50% approval) and special resolutions (requiring 75% approval) put to Shareholders.

As noted above, Donaco does not intend to retain any interest in the Company and will distribute 100% of the Consideration Shares under the Distribution (see Section 4.3 for further details of the Distribution).

Control after the Distribution

Donaco will cease to be a Shareholder at completion of the Distribution. Accordingly, as a result of the Distribution:

- Donaco's voting power in the Company will be reduced to 0%;

- assuming that none of the Company's current substantial shareholders participate in the Public Offer, the Company is likely to have a minimum of 5 substantial shareholders, being:

    - Jox Holdings who, as a result of its participation in the Public Offer, will hold voting power of up to 6.5%;

    - Slim Twinkle who, as a result of the Distribution, will hold voting power of up to 14.3%;

    - Convent Fine who, as a result of the Distribution, will hold voting power of up to 15.3%;

    - Lim Keong Hoe, who will have a relevant interest in the Shares transferred to Slim Twinkle and Convent Fine under the Distribution, and will hold voting power of up to 29.6%; and

    - Lim Keong Yew, who will be transferred Shares under the Distribution (these Shares represent voting power of 5.6%), and will have a relevant interest in the following Shares:

        - the Shares acquired by Jox Holdings under the Public Offer, will hold voting power of up to 6.5%; and

        - the Shares transferred to Slim Twinkle and Convent Fine under the Distribution, will hold voting power of up to 29.6%,

      as a result of which will hold voting power of up to 41.7%.

Control transactions to be implemented following the Distribution

The Company understands that after the Distribution, Slim Twinkle and Convent Fine propose to dispose of the Shares that they respectively receive under the Distribution (Slim Twinkle and Convent Fine intend to transfer 100% of these Shares to Jox Holdings). The Company understands that Jox Holdings will pay $0.20 per Share in consideration for the Shares. The Shares will be transferred to Jox Holdings off market. As at the date of this Booklet, no formal agreement has been entered into between these parties. The transfers to Jox Holdings are conditional on Shareholder approval (Resolution 7).

Immediately following completion of these transfers, the Lim Holders will hold a maximum voting power of 41.7%.

This voting power is calculated based on the number of Shares that Lim Keong Yew will receive personally under the Distribution (representing a voting power of 5.6%) and the number of Shares acquired by Jox Holdings (an entity that is controlled by Lim Keong Yew and therefore Lim Keong Yew's associate) under the Public Offer and the above transfers (representing a maximum voting power of 35.2%).

Accordingly, when trading in Shares recommences on the ASX, the Lim Holders will have the ability to block special resolutions (requiring 75% approval) put to Shareholders. Section 4.7 sets out the current intentions of the Lim Holders with regard to the Company should the Corporate Restructure and Acquisition proceed.

4.7. Lim Holders' Intentions

This Section sets out the intentions of the Lim Holders in relation to:

- the continuation of the business of the Company;
- any major changes to be made to the business of the Company, including redeployment of the fixed assets of the Company and significant changes to financial or dividend distribution policies; and
- the future employment of the present employees of the Company.

The intentions set out in this Section 4.7 have been formed on the basis of facts and information concerning the Company and the general business environment which is known to the Lim Holders as at the date of this Booklet, based on publicly available information and information that the Company has made available to the Lim Holders.

Final decisions will only be made by the Lim Holders in light of all material facts and circumstances at the relevant time and after conducting a detailed review of the Company's business. Accordingly, the statements set out in this Section are statements of present intention only, which may change as new information becomes available.

- **Head office** – No change expected. It is intended that the head office of the Company will remain in Sydney, New South Wales. The Company's business operations will be based in Malaysia.
- **Directors** – the Board following completion of the Corporate Restructure and Acquisition will comprise Terry Cuthbertson and the 4 New Directors (Lim Keong Yew, Ng Chin Kong, Lee Chin Wee and Chong Kwong Yong). Michael Doery and Gary Stewart currently intend to resign as Directors at completion of the Corporate Restructure and Acquisition. See Section 4.8 for details of the proposed New Directors.
- **Business continuity** – the Lim Holders will support the Company intentions to focus business operations on the mobile telecommunications and technology business currently operated by iSentric (see Section 4.3 for details).
- **Employees** – other than the changes to the Board, there are no current plans to change the Company's management team or to make any changes to the employees as a result of and following successful implementation of the Corporate Restructure and Acquisition.

- **Future capital injections** – the Lim Holders have no current intention to apply for additional Shares but will consider injecting further capital into the Company as and when the opportunities arise. While Lim Keong Yew is a Director and the Lim Holders are a related party of the Company, Shareholder approval will be sought before new Shares can be issued to the Lim Holders.

- **Financial policies** – the Lim Holders have no current intention to support significant changes to the Company's financial or dividend distribution policies.

- **Company assets –** the Lim Holders intend to support the Board in its review the Company's shareholding in Starfield Metals Limited and assessment of whether this investment should be retained or sold.

4.8. Nominee Directors – summary of experience

As part of the Corporate Restructure and Acquisition, the New Directors will be appointed as directors of the Company. This Section summarise the experience of each New Director.

Lee Chin Wee

Lee Chin Wee was a founding shareholder of iSentric and is currently a director and the Chief Executive Officer.

Lee Chin Wee holds a First Class BEng (Hon) degree in Electrical & Electronic Engineering from University College London, United Kingdom. He also obtained a Master of Business Administration (MBA) from University of Malaya.

Prior to iSentric, Lee Chin Wee worked at Accenture as a Business Consultant focusing on telecommunications billing systems, product development and revenue assurance.

As a Donaco Shareholder, Lee Chin Wee will receive Shares under the Distribution (see Section 4.5). Lee Chin Wee is not party to any agreement pursuant to which he will receive a benefit from the Corporate Restructure and Acquisition (other than in his capacity as a Donaco Shareholder).

Ng Chin Kong

Ng Chin Kong was a founding shareholder of iSentric and is currently a director and Chief Technology Officer. Ng Chin Kong obtained a First Class BEng (Hon) degree in Electrical & Electronic Engineering from Imperial College, United Kingdom and a Master of Business Administration (MBA) from University of Nottingham.

Prior to iSentric, Ng Chin Kong worked at Accenture as a technical analyst. He has developed business and operational support systems for various telecommunications clients.

As a Donaco Shareholder, Ng Chin Kong will receive Shares under the Distribution (see Section 4.5). Ng Chin Kong is not party to any agreement pursuant to which he will receive a benefit from the Corporate Restructure and Acquisition (other than in his capacity as a Donaco Shareholder).

Lim Keong Yew

Lim Keong Yew is of Malaysian nationality and holds a Bachelor Degree in Computer Science from Queen Mary and Westfield College, University of London.

Lim Keong Yew is currently acting as the chief executive officer of Donaco and a director of iSentric. Lim Keong Yew is also a director of Malahon Securities Limited. Malahon Securities Limited is a stock brokerage, founded in 1984 and is a member and participant of Hong Kong Exchange. Lim Keong Yew is also the principal of the Slingshot Group of Companies. The Slingshot Group of Companies are investment companies based in Hong Kong.

Lim Keong Yew's relevant experience includes:

- working as an executive director to M3 Technologies (Asia) Bhd where he was responsible for strategic investments and corporate affairs;

- working at VXL Capital, China, a company whose business was focused on investing in and restructuring companies in Malaysia, Beijing, Shanghai and Hong Kong; and

- working as "Project Manager" for Glaxo Wellcome, London, United Kingdom..

As a Donaco Shareholder, Lim Keong Yew will receive Shares under the Distribution (see Section 4.5). Lim Keong Yew controls Jox Holdings, the entity that will be transferred Shares received by 2 of the largest Donaco Shareholders, Convent Fine and Slim Twinkle, and that will acquire additional Shares under the Public Offer (subject to Shareholder approval). The Lim Holders are expected to acquire an aggregate of up to 32,020,096 Shares, which would give Lim Keong Yew voting power of approximately 41.7%. See Section 4.6 for details.

Chong Kwong Yang

Chong Kwong Yang is an Australian resident of Malaysian nationality.

Chong Kwong Yang is currently the corporate finance manager and company secretary for global technology company Eaton Industries Pty Ltd. Chong Kwong Yang has been in this role since 2008.

Chong Kwong Yang's relevant experience includes:

- financial controller of Axis Films Sdn. Bhd a commercial production company for 10 years; and

- audit manager at Ernst & Young for ten years.

Chong Kwong Yang is not a Donaco Shareholder and is not party to any agreement pursuant to which he will receive a benefit from the Corporate Restructure and Acquisition.

4.9. Plans for the Company if the Corporate Restructure and Acquisition does not proceed

If Resolutions 1 – 12 (inclusive) are not passed, the Corporate Restructure and Acquisition will not proceed. If the Corporate Restructure and Acquisition does not proceed:

(a) the Company's assets will be limited to its shareholding in Starfield Metals Limited, an unlisted company with exploration interests in tin and tantalite tenements in Uganda and Zambia;

(b) the Board will pursue new opportunities for Shareholders; and

(c) new capital raisings may be required depending on the scale and needs of the new opportunities proposed to be pursued by the Board.

4.10. The Company is a disclosing entity

As a company listed on the ASX and a "disclosing entity" under the Act, the Company is subject to regular reporting and disclosure obligations which require it to announce price sensitive information as soon as it becomes aware of that information. The Company's most recent announcements are available from its website.

Further announcements concerning the Company will continue to be made available on the website after the date of this Booklet.

ASX maintains files containing publicly available information about entities listed on its exchange. The Company's files are available for inspection from ASX during normal business hours and are available on the website at www.asx.com.au.

The Company is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by the Company may be obtained, or inspected at, ASIC offices.

The following documents are available for inspection free of charge prior to the General Meeting during normal business hours at the Company's registered address:

- the Constitution;

- the Company's annual reports for the financial years;

- the Company's interim reports for the 6 month periods;
- the Company's public announcements.

The annual and interim reports and public announcements are also available at on the ASX website.

5. Risk factors

5.1. Overview

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the outcome of an investment in the Company. There can be no guarantee that the Company will achieve its stated objectives, that forecasts will be met or that forward looking statements will be realised.

This Section 5 describes certain, but not all, risks associated with an investment in the Company.

5.2. Risks associated with the Company's existing business

The Company's existing business is subject to a number of risks, including:

- **Finance –** The Company may be required to find sources of finance to fund its activities. There is no guarantee that the Directors will be able to source equity or debt financing at suitable rates, or at all. Any inability to obtain funding will affect the business, financial condition and performance of the Company.

- **No profit to date –** The Company's business of developing and marketing of safety engineered medical devices has not been profitable to date. In addition, the Company has recently allowed a patent for 1 of the devices it was developing to lapse. This may prevent the Company from being able to commercially develop and market the" sharp safe" device. No assurances can be given that the Company's existing business will achieve commercial viability.

- **Unforeseen expenditure risk –** Although the Company is not aware of any unforeseen future expenditure, any unforeseen expenditure is likely to adversely affect the financial position of the Company.

See also Section 4.4 of the Independent's Expert Report which sets out weaknesses and risks associated with the Company and its current business identified by the Independent Expert.

5.3. Risks relating to the Company's business if the Corporate Restructure and Acquisition is approved

Post completion of the Corporate Restructure and Acquisition the Company's business could be materially and adversely affected by a number of risks, including:

- **Counterparty risk** – iSentric provides services pursuant to short term contracts, some of which can be terminated without cause. Counterparties to service contracts with iSentric may terminate those contracts or not renew those contracts which may significantly affect the revenue generation of the business.

- **Government -** Changes in legislation and government policy in Malaysia, Australia and internationally (including taxation and monetary policies and corporation laws) could materially affect the operating results of the Company.

- **Geopolitical** - The Company will be subject to the risks associated with operating in Malaysia. Such risks can include economic, social or political instability or change, hyperinflation, currency non-convertibility and instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, exchange control, repatriation of income or return of capital, environmental protection, and labour relations.

- **Laws and regulations -** The laws and regulations in Malaysia differ to those that exist in Australia. Laws may unexpectedly change, and could have an impact on the operational activities of the Company in Malaysia. While iSentric to date has operated successfully within the Malaysian legal and regulatory environment, unforseen changes could materially impact the operating results of the Company.

- **Jurisdictional risk -** The assets the Company is seeking to acquire are located in Malaysia and are therefore subject to different regulatory requirements than Australia.

- **Competition risk -** The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

- **Reliance on key personnel** - Skilled employees and consultants are essential to the successful delivery of the Company's strategy. Upon changing the nature and scale of its activities, the Company will rely to a large extent on the services of certain key management personnel, particularly certain of its Malaysian nationals who will manage day to day interactions with contractors and regulatory authorities, the loss of any of which could delay the pursuit of the Company's strategy. The Company will not maintain key-man life insurance with respect to any of its employees.

- **Operating risks and insurance** - The Company is currently an investor in a tin mine in Uganda, whereas iSentric operates in the mobile services sector. The risk profiles of these two activities are very different from one another. The Company's shareholders may have bought Shares due to a preference for the existing specific risk / reward profile offered by the Company and may not want the risk / reward profile offered by an investment in iSentric.

- **General economic conditions -** A variety of general economic and business conditions may affect the price at which Shares trade on ASX, including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could also have an adverse effect on the Company.

- **Taxation risks** - A change to the current taxation regime in Australia or Malaysia may affect the Company and its Shareholders. The Company's subsidiaries operate in Malaysia, and are subject to the taxation laws that apply to transactions with foreign entities and the interaction of tax laws and allocation of taxes between Australia and Malaysia.

  Personal tax liabilities are the responsibility of each Shareholder. The Company is not responsible for taxation or penalties incurred by Shareholders.

- **Unforeseen risks -** There may be other risks which the Directors are unaware of at the time of issuing this Booklet which may impact on the Company and its operations, and on the valuation and performance of the Company's Shares.

- **Currency risk -** Operating in Malaysia iSentric trades in Malaysian Ringgit. Any conversion and payment of profits to Australian dollars will be subject to currency exchange rate fluctuations.

Section 4.6 of the Independent's Expert Report sets out the risk factors associated with the iSentric business identified by the Independent Expert.

5.4. Risks associated with the Corporate Restructure and Acquisition

The Company's Shares were placed in suspension on 20 September 2012. Shares will remain in suspension until such time that the Company successfully complies with Chapters 1 and 2 of the Listing Rules. There is a risk that ASX will not re-instate trading of the Company's securities on ASX.

If ASX considers that the Company has not met the requirements of Chapters 1 and 2 of the Listing Rules and does not provide conditional confirmation that it will reinstate the Company, the Corporate Restructure and Acquisition will not proceed.

5.5. Risks associated with holding Shares

Shareholders will continue to be exposed to certain risks through holding Shares. These include the following:

- **Investment risk** - There are several types of investment risk that may affect your investment in the Company, including a decline in the market price of the Shares (the initial capital value may decrease especially if you are investing for the short term), the amount you receive as income may vary over time or the value of your investment may not keep pace with inflation. This includes the possibility that the Company may not be able to achieve the medium to long term capital growth objectives.

- **Suspension of trading of Shares on ASX** – ASX will suspend trading of Shares which means that, Shareholders will not be able to buy or sell Shares on ASX during the suspension period. See Section 5.4 for more details.

- **Economic conditions** - The operating and financial performance of the Company is influenced by a variety of general economic and business conditions including the level of inflation, international share markets, interest rates and exchange rates, government fiscal, monetary and regulatory policies. A prolonged deterioration in general economic conditions, including an increase in interest rates may have a material adverse impact on the Company's business or financial situation.

- **Government** – Changes in government, monetary policies, taxation and other laws can have a significant influence on the outlook for companies and investor returns.

6. Summary of Corporate Restructure and Acquisition Documents

6.1. Transaction documents

This Section includes a summary of the material documents required to implement the Corporate Restructure and Acquisition.

General

The Company entered into the Share Sale Agreement with Donaco International Limited to acquire all of the issued capital of iSentric on 9 May 2014. The consideration for the acquisition of all the iSentric Shares is the issue of $12,000,000 of ordinary Shares in the Company (calculated on a post consolidated basis at $0.20 per share) to Donaco.

Conditions precedent

Completion of sale under the Share Sale Agreement is subject to a number of conditions precedent. These conditions must be waived or satisfied prior to 30 September 2014 (or such other date agreed between the parties). These conditions include:

(i) the Company and Donaco completing respective due diligence investigations (to their absolute satisfaction);

(ii) Donaco obtaining shareholder approval at its general meeting to undertake the Distribution;

(iii) the Company completing the Consolidation of its share capital;

(iv) the Company raising a minimum of $1,000,000 under the Public Offer;

(v) the Company completing the issue of up to 600 Convertible Notes; and

(vi) the Company obtaining indicative approval from ASX that the Company has satisfied the conditions for re-admission to quotation of the Company's securities on the official list of the ASX (with any conditions to be satisfied being within the control of Donaco and the Company or subject to the passage of time only).

Termination

The Sale Agreement may be terminated in the event that the conditions to completion under the Share Sale Agreement are not satisfied or waived by 30 September 2014.

Warranties and indemnities

The Sale Agreement includes warranties by Donaco for the benefit of the Company, primarily relating to the title to the iSentric shares, capacity of Donaco to enter into the Sale Agreement and similar matters. Donaco has indemnified the Company against any Claims for breach of each such warranty by Donaco.

The Company has provided warranties for the benefit of Donaco relating to authority, capacity, solvency and capital structure. The Company has indemnified Donaco against any Claims incurred by it as a result of a breach of each such warranty by the Company.

Completion

Completion under the Sale Agreement is required to take place, provided all other conditions precedent have been satisfied or waived, on the date the Company completes the Public Offer. At completion the Company must issue $12,000,000 in Shares to Donaco, and in exchange, Donaco transfers to the Company 100% of the shares in iSentric.

7. Additional information

7.1. Introduction

This Section 7 includes additional information that the Company considers is material to the decision on how to vote with respect to the Corporate Restructure and Acquisition.

7.2. Corporate Restructure and Acquisition Resolutions inter-conditional

Resolutions 3 – 12 (inclusive) are inter-conditional. This means that each of these Resolutions needs to be passed for the approval sought to be effective. Resolutions 3 – 12 (inclusive) are also conditional on Resolutions 1 and 2. This means that:

(a) each of Resolution 1 to 12 (inclusive) needs to be passed for the approval sought in respect of the Corporate Restructure and Acquisition to be effective; but

(b) Resolutions 3 – 12 (inclusive) do not need to be passed for the approval sought in respect of the Convertible Notes and Options pursuant to Resolution 1 and 2 to be effective.

7.3. Regulatory requirements

This Section 7.3 summarises the requirements of the Listing Rules and the Act which are relevant to the Corporate Restructure and Acquisition.

Section 254H and Listing Rule 7.20

Section 254H of the Act provides that a company may, by a resolution passed at a general meeting, convert all or any of its shares into a larger or smaller number of shares. The Consolidation of the Company's existing Share capital on approximately a 3.8 to 1 basis requires approval under Section 254H of the Act.

Listing Rule 7.20 requires a company which is proposing to reorganise its capital to notify its shareholders in writing. The company must provide details on the effect of the proposal on the number of securities, the amount unpaid (if any) on the securities, the proposed treatment of any fractional entitlements arising from the reorganisation and the proposed treatment of any convertible securities on issue. The Consolidation of the Company's capital requires it to give such details to Shareholders.

Listing Rule 7.1

Listing Rule 7.1 limits the capacity of a company to issue securities without the prior approval of its shareholders. In broad terms, Listing Rule 7.1 provides that a company may not, in a twelve month period, issue securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period unless the issue is first approved by a majority of disinterested shareholders or the issue otherwise comes within one of the exceptions to Listing Rule 7.1.

The issue of new Shares under the Public Offer will exceed the 15% limit provided to the Company by Listing Rule 7.1. For this reason, the Company is seeking Shareholder approval for purposes of Listing Rule 7.1 to issue new Shares under the Public Offer.

Listing Rule 10.11

Listing Rule 10.11 prohibits an entity from issuing or agreeing to issue securities to a related party of the entity without shareholder approval, unless an exception applies.

The Company proposes to issue Convertible Notes to its Directors and new Shares to an entity controlled by a new Director as part of the Public Offer. Accordingly, the Company is seeking Shareholder approval for these transactions.

Listing Rule 11.1

Listing Rule 11.1 requires that if an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must, if directed by ASX, get approval of holders of ordinary securities for the change to activities. ASX has indicated to the Company that, given the significant change in the nature and scale of the activities of the Company upon completion of the Corporate Restructure and Acquisition, it requires the Company to obtain the approval of its Shareholders.

For this reason, the Company is seeking Shareholder approval for the Company to acquire iSentric and change the nature and scale of its activities under ASX Listing Rule 11.1.

Item 7 Section 611 of the Act

Part 6.1 of the Act contains provisions known as the takeover provisions. These provisions prohibit any transaction that involves the acquisition of voting shares, or a relevant interest in voting shares, of a listed public company, if that acquisition results in a person's voting power in the company increasing to more than 20% (**Control Transaction**). In this instance, the following acquisitions are considered to be Control Transactions:

- the acquisition of the Consideration Shares by Donaco;
- the acquisition of Shares by Slim Twinkle, Convent Fine, Lim Keong Yew and the relevant interest acquired by their Associates (including Lim Keong Hoe) pursuant to the Distribution; and
- the acquisition of Shares by Jox Holdings, as a result of the proposed transfer of 70% of the Shares distributed to Slim Twinkle and Convent Fine immediately following the Distribution and the acquisition of new Shares by Jox Holdings under the Public Offer to be conducted under a Prospectus.

Pursuant to Item 7 of Section 611 of the Act, a company can approve Control Transactions, which would normally be prohibited under Section 606 of the Act, provided the Shareholders of the company whose shares are being acquired (in this case, the Company) approve of the acquisition by resolution at a general meeting (**Control Approval**).

Shareholder approval under Listing Rule 7.1 is not being sought for the proposed issue of Consideration Shares. This is in reliance on Exception 16 under Listing Rule 7.2, as the Company is seeking Control Approval under Item 7 of Section 611 of the Act for the issue of those Shares.

7.4. Information required for the purpose of Listing Rule 7.1 and 10.11– Resolutions 1 and 2

The information set out below is required to be provided to Shareholders under the Listing Rules in respect to obtaining approval for the issue of Convertible Notes and Options under Listing Rules 7.1 and 10.11:

- The maximum number of securities to be issued if Resolution 1 is approved is 540 Convertible Notes, which may be converted into:
  - 2,700,000 Shares (or 5,000 Shares per Convertible Note); and
  - 2,700,000 Options, which on exercise will entitle the holder to be issued an equivalent number of Shares.
- The maximum number of securities to be issued if Resolution 2 is approved is 60 Convertible Notes, which may be converted into:
  - 300,000 Shares (or 5,000 Shares per Convertible Note); and
  - 300,000 Options, which on exercise which on exercise will entitle the holder to be issued an equivalent number of Shares.

- If the Resolutions are approved:

  - the Convertible Notes will be issued to the applicants immediately following the General Meeting, and in any event no later than 1 month after the date of the General Meeting;

  - the Options will be issued on conversion of the Convertible Notes, and in any event no later than 3 months after the date of the General Meeting (in accordance with a waiver requested by the Company from the ASX). Notwithstanding the maximum permissible period for the issue, it is currently anticipated that this will occur on the date of allotment of the Shares under the Public Offer, currently expected to be on or about 5 September 2014, however, this date is subject to change.

- Details of the number of Convertible Notes and Options to be issued to applicants is set out below:

Applicants	Convertible Notes	Maximum number of Options
Professional/Sophisticated Investors	540 total	2,700,000 Options total
Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery	20 per applicant 60 total	Up to 100,000 Options per applicant 300,000 Options total

- The Convertible Notes to be issued if the Resolutions are approved will:

  - be fully paid unsecured convertible redeemable notes with an issue price of $1,000;

  - bear interest at a rate of 12% per annum for the first 6 months and, if the term of the Convertible Notes is extended by the Company for an additional 3 months, the applicable rate during the extended term will be 15% per annum. Interest will accrue daily after 28 days from and including the date of issue up to and including the date the Convertible Notes are converted.

  The terms of issue of the Convertible Notes are set out in detail in Annexure A. A summary of the terms of issue appears in Section 4.3.

- Shares issued on conversion of the Convertible Notes will rank equally with all other Shares on issue from the date of issue.

- Options issued on conversion of the Convertible Notes will have a nil issue price and will expire on the date 3 years from the date of issue.

- Shares issued on exercise of the Options rank equally with all other Shares on issue from the date of issue.

  The terms of issue of the Options are set out in detail in Annexure B. A summary of the terms of issue appears in Section 4.3.

- Gross proceeds from the issue of Convertible Notes will be $600,000. No proceeds will be raised from the issue of the Options. If all Options are exercised, the Company will receive gross proceeds of $600,000. Refer to Section 4.3 for the use of funds raised from the issue of Convertible Notes. Any proceeds from the exercise of Options would be used as working capital for the Company.

- See Section 7.9 for details of the voting exclusions that apply to each of the Resolutions.

- In respect of Resolution 2, if approval is given by Shareholders for those issues of Convertible Notes and Options to Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery respectively approval is not required under Listing Rule 7.1 in relation to those issues.

7.5. Information required for the purpose of Listing Rule 7.20 – Resolution 3

The information set out below is required to be provided to Shareholders under the Listing Rules in relation to the Consolidation under Listing Rule 7.20:

- If the Corporate Restructure and the Acquisition is approved, the Company must re-comply with Chapters 1 and 2 of the Listing Rules (to the extent required for re-admitted OMI Shares). One of the conditions in Chapters 1 and 2 that the Company must satisfy is a minimum share price of $0.20 cents. The Consolidation is required for this purpose. Further details about the Consolidation are set out in Section 4.5.
- If the Consolidation is approved the consolidation will take effect from 2 September 2014.
- Under the Consolidation, all of the Company's issued securities will be consolidated on approximately a 3.8 to 1 basis. This means that:
  - approximately 3.8 existing Shares will be consolidated into 1 Share; and
  - the conversion price of the Convertible Notes will be consolidated from $0.053 to $0.20.
- Where the Consolidation of a Shareholder's holding results in an entitlement to a fraction of a Share, the fraction will be rounded down to the nearest whole number of Shares (as applicable).
- After completion of the Consolidation there will be approximately 3,750,000 Shares on issue (subject to rounding).
- The Directors consider that the Consolidation, the subject of this Resolution 3, is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

7.6. Information required for the purpose of Listing Rule 11.1 – Resolution 4

The information set out below is required to be provided to Shareholders under the Listing Rules, including but not limited to Listing Rule 11.1.2, in respect to obtaining approval under Listing Rule 11.1 to change the nature and scale of its activities through the acquisition of iSentric:

- Provided the Shareholders approve the Corporate Restructure and Acquisition and pass Resolutions 1 – 12 (inclusive), the Company will seek to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules to obtain the re-quotation of its securities on ASX.
- Amongst other things, the provisions of Chapters 1 and 2 of the Listing Rules require the Company to:
  - ensure that all of the Company's securities on issue each have a price of not less than $0.20;
  - demonstrate that the Company has not less than 300 Shareholders, each holding at least $2,000 of Shares;
  - prepare a prospectus in accordance with the provisions of the Listing Rules for the Public Offer;
  - demonstrate that it has an appropriate structure and appropriate operations;
  - satisfy either of the tests set down in the Listing Rules in relation to the Company's profitability or the Company's asset value; and
  - demonstrate that the New Directors are of good fame and character.
- The Company will not issue the Consideration Shares or any new Shares under the Public Offer until the Company has received conditional confirmation from the ASX that, subject to

compliance with conditions imposed by ASX, the Company will comply with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company will be unable to comply with Chapters 1 and 2 of the Listing Rules. Should this occur, the Company's securities will not be able to be traded on the ASX until such time as those requirements can be met, if at all. See Section 5.4 for details of this risk.

- The Directors consider that the change in the nature and scale of the Company's activities which will result from the acquisition of iSentric, the subject of this Resolution 4, is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

7.7. Information required for the purpose of Item 7, Section 611 of the Act – Resolution 5 – 7 (inclusive)

The information set out below is required to be provided to Shareholders under in respect to obtaining approvals under Item 7, Section 611 of the Act:

- The person(s) proposing to make the acquisitions:
  - the subject of Resolution 5 is Donaco;
  - the subject of Resolution 6 are Slim Twinkle, Convent Fine, Lim Keong Yew and Lim Keong Hoe; and
  - the subject of Resolution 7 is Jox Holdings.
- The maximum extent to which voting power of the above persons will increase is set out in Section 4.6.
- See Section 4.7 for a statement of intention by the Lim Holders with regard to the Company, Section 1.8 for a proposed timetable and Section 7.9 for relevant voting exclusions.
- The Independent Expert's Report concludes that, in the absence of a superior proposal, that Shareholders vote in favour of the Resolutions 5 to 7 (inclusive).
- Each Director of the Company intends to vote all Shares he owns or controls in favour of all Resolutions 5 to 7 (inclusive), in the absence of a superior proposal.

7.8. Information required for the purpose of the Public Offer, Listing Rule 7.1 and Listing Rule 10.11 (Resolutions 8 and 13)

The information set out below is required to be provided to Shareholders under the Listing Rule 7.1 and Listing 10.11 in relation to the issue of new Shares under the Public Offer:

- The maximum number of new Shares the Company is to issue if Resolution 8 is approved is 10,000,000 new Shares under the Public Offer. These new Shares will be issued to eligible subscribers to the Public Offer, the identity of whom is not yet known.
- If Resolution 13 is approved Jox Holdings may subscribe for, and be issued, up to 5,000,000 new Shares under the prospectus to be issued by the Company with respect to the Public Offer.
- If the Resolutions are approved, the new Shares will be issued to applicants in accordance with the prospectus to be issued with respect to the Public Offer, and in any event no later than 3 months after the date of the General Meeting (in accordance with a waiver applied for by the Company from the ASX). It is currently expected that this will occur on or about 5 September 2014, however, this date is subject to change.
- The issue price of the new Shares under the Public Offer will be $0.20. The new Shares issued under the Public Offer will have the same terms and conditions as Shares currently on issue in the Company.

- The funds raised from the issue of new Shares under the Public Offer will be applied to fund the working capital and expansion capital of the Company.
- See Section 7.9 for relevant voting exclusions.
- See Section 7.9 for relevant voting exclusions.

7.9. Voting Restrictions

The following voting exclusions apply pursuant to the Act and the Listing Rules.

The Company will disregard any votes cast on:

- Resolution 2 by or on behalf of Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery.
- Resolutions 5 – 7 (inclusive) and Resolution 13 by the person proposing to make the acquisition and their Associates or the persons from whom the acquisition is to be made and their Associates.
- Resolution 8 by a person who may participate in the Public Offer and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of those persons.

However, the Company need not disregard any of the above mentioned votes if the vote is cast by a person as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7.10. ASX waivers

The Company has applied for certain waivers from the ASX to allow it to issue new Shares under the Public Offer to related parties by a date no more than 3 months after the date of the General Meeting. Usually the issue of securities to a related party following obtaining approval for the issue under Listing Rule 10.11 (such as Resolution 13), must be completed no more than 1 month after the date of the relevant general meeting. However, this is not possible in these circumstances:

- as the issue of new Share under the Public Offer is conditional on the Company having received conditional confirmation from the ASX that, subject to compliance with conditions imposed by ASX, it will comply with Chapters 1 and 2 of the Listing Rules; and
- due to the required timetable for the Public Offer, which must start after the date of the General Meeting.

A longer period is therefore required.

7.11. Independent advice

Shareholders should consult their legal, financial, taxation or other professional adviser if they have any queries regarding:

- the Corporate Restructure and Acquisition;
- the taxation implication for them if the Corporate Restructure and Acquisition is implemented;
- any other aspects of this Booklet.

7.12. Other Material Information

The Company will issue a supplementary document to this Booklet if it becomes aware of any of the following between the date of despatch of this Booklet and the date of the General Meeting

- a material statement in this Booklet is false or misleading in a material respect;

- a material omission from this Booklet;
- a significant change affecting a matter included in this Booklet; or
- a significant new matter has arisen and it would have the effect of any of the above.

Depending on the nature and timing of the changed circumstances and subject to obtaining any relevant approvals, the Company may circulate and publish any supplementary document by:

- making an announcement to ASX; and/or
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia; and/or
- posting the supplementary document to Shareholders at their registered address as shown in the Company Register; and/or
- posting a statement on the Company's corporate website, as the Company in its absolute discretion considers appropriate.

8. Glossary

The following terms used in this Booklet (including the Notice of Meeting in Appendix 1 to this Booklet) have the meanings given to them below, unless the context otherwise requires.

Act	Corporations Act 2001
General Meeting	General Meeting of the Company to be convened in respect of the Corporate Restructure and Acquisition on 20 August 2014 at 2pm. The notice convening the General Meeting is contained in Appendix 1 of this Booklet
ASIC	Australian Securities & Investment Commission
Associate	has the same meaning as in the Listing Rules
ASX	ASX Limited (ACN 008 624 691) or, as the context requires, the financial market conduct by it
Board	board of directors of the Company
Company	OMI Holdings Limited (ACN 091 192 871)
Consolidation	means the consolidation the subject of Resolution 3.
Consideration Shares	means $12,000,000 of Shares (each with an issue price of $0.20 per Share) to be issued to Donaco at Completion of the Sale Agreement
Constitution	the constitution of the Company
Convent Fine	means Convent Fine Limited, a company incorporated under the laws of the British Virgin Islands, a shareholder of Donaco that is controlled by Lim Keong Yew and Lim Keong Hoe
Convertible Notes	means the convertible notes to be issued subject to Resolutions 1 and 2
Corporate Restructure and Acquisition	means: (a) the issue of the Convertible Notes; (b) the Consolidation; (c) the Public Offer; (d) the issue of the Consideration Shares; (e) the acquisition of 100% of the issued share capital in iSentric; (f) the Company's business becoming focused on the furtherance and development of the mobile telecommunications and technology business currently conducted by iSentric; and (g) the appointment of the New Directors.
Directors	the directors of the Company
Distribution	the proposed in specie distribution of Shares to be undertaken by Donaco immediately following completion of the Corporate Restructure Acquisition

Distribution Entitlement	entitlement to Shares under the Distribution.
Donaco	Donaco International Limited
Donaco Shareholders	the holders of ordinary shares in Donaco
Explanatory Memorandum	this explanatory memorandum forming part of this Booklet dated 16 July 2014 in relation to the General Meeting and Corporate Restructure and Acquisition
Independent Expert	Leadenhall Corporate Advisory Pty Limited (ACN 114 534 619)
Independent Expert's Report	the report of the Independent Expert expressing an opinion on the Corporate Restructure and Acquisition. A copy of the Independent Expert's Report is enclosed with this Booklet
Ineligible Shareholders	means those Donaco Shareholders: (a) with registered addresses in foreign jurisdictions: (i) that prohibit participation in the Distribution; or (ii) whose regulatory requirements are considered by the Company to be too onerous having regard to the number of Donaco Shareholders in that jurisdiction and the aggregate value of their Donaco Shares; and (b) with a Distribution Entitlement valued at $500 or less.
iSentric	iSentric Sdn Bhd, the Malaysia company to be acquired by the Company under the Corporate Restructure and Acquisition.
iSentric Information	Means the information about iSentric set out in Section 3 of this Booklet
Lim Holders	means Lim Keong Yew (a New Director) and Jox Holdings
Lim Information	means the information about Lim Holding's intentions following completion of the Corporate Restructure and Acquisition set out in Section 4.7
Listing Rules	the listing rules of ASX
Merger Implementation Deed	the merger implementation deed between the Company and Donaco dated 25 February 2014
New Director	each of Lim Keong Yew, Ng Chin Wong, Lee Chin Wee and Chong Kwong Yong, being the persons who will be appointed to act as Directors at completion of the Corporate Restructure and Acquisition
Notice of Meeting	the notice for the General Meeting dated 20 August 2014, as set out in Appendix 1 of this Booklet
OMI/iSentric Merged Entity	entity which will be created following the Corporate Restructure and Acquisition
Options	The options to be issued upon conversion of the Convertible Notes on the terms set out in Annexure A and summarised in Section 4.3
Prospectus	the prospectus to be issued by the Company with respect to the Public Offer

Proxy Form	the Proxy Form enclosed with this Booklet
Public Offer	the issue of new Shares, each with an issue price of not less than $0.20, under a prospectus issued by the Company in accordance with the Act (to raise a minimum of $1,000,000)
Registry	Link Market Services Limited
Resolutions	the resolutions set out in the Notice of Meeting
Sale Agreement	the share sale agreement between the Company and Donaco dated 9 May 2014 pursuant to which the Company will acquire iSentric
Shares	ordinary shares in the capital of the Company
Shareholder	a registered holder of Shares
Slim Twinkle	means Slim Twinkle Limited, a company incorporated under the laws of the British Virgin Islands, a shareholder of Donaco that is controlled by Lim Keong Yew and Lim Keong Hoe

LEADENHALL corporate advisory

OMI Holdings Limited

Proposed Acquisition of iSentric SDN BHD

Independent Expert's Report
and Financial Services Guide

9 July 2014

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9 July 2014

The Directors
OMI Holdings Limited
Level 4, 450 Victoria Road
Balmain NSW 2000

Dear Directors,

Independent Expert's Report for OMI Holdings Limited

1. Introduction

OMI Holdings Limited ("**OMI**") is a public company listed on the Australian Securities Exchange ("**ASX**") that has an interest in a tin mining operation in Uganda. iSentric SDN BHD ("**iSentric**") is currently a subsidiary of Donaco International Limited (**"Donaco"**) that offers a range of mobile services including mobile micropayments. Donaco is also a public company listed on the ASX.

On 26 February 2014, OMI and Donaco entered into a Transaction Implementation Deed, which outlined a proposal for OMI to acquire iSentric (the "**Proposed Transaction**"). This transaction was formalised in a Share Purchase Agreement dated 9 May 2014. The consideration for Donaco's 100% interest in iSentric will be 60,000,000 fully paid OMI ordinary shares. Donaco intends to issue these OMI shares to its shareholders via an in specie distribution. We have defined the combined OMI and iSentric after the Proposed Transaction as the "**Proposed Merged Entity**".

Further details of the Proposed Transaction are set out in Section 1 of our detailed report.

2. Purpose of the Report

There are a number of steps within the Proposed Transaction that will result in a shareholder obtaining a greater than 20% interest in the ordinary shares of OMI. In particular, Lim Keong Yew and/or his related parties will have a total holding in OMI of approximately 41.7% subsequent to the Proposed Transaction. This percentage has been calculated assuming conversion of OMI convertible notes, but before the exercise of any associated options, as described in Section 1.7 in our detailed report. The percentage assumes a $2 million capital raising and Lim Keong Yew and/or his related parties subscribing for $1 million in the capital raising. The final percentage will depend on the size of the proposed OMI capital raising (described in Section 1.3 of our detailed report) and the level of participation by Lim Keong Yew and/or his related parties in that proposed capital raising.

An acquisition of securities that enables a shareholder to increase its relevant interests in a listed company from below 20% to above 20% is prohibited, except in certain circumstances. One of the exceptions is if the acquisition is approved at a general meeting of the subject company. The approval of the Proposed Transaction is therefore being sought at a general meeting of OMI's shareholders.

*Note: All amounts stated in this report are in Australian dollars unless otherwise stated. For reference, there are a number of tables presented in Malaysian Ringgit (**"RM"**). As at 30 May 2014 the exchange rate was RM2.991:A$1.*

Tables in this report may not add due to rounding.

When shareholders are requested to approve an acquisition of securities allowing a shareholder to increase its relevant interests in a listed company from below 20% to above 20% they must be provided with an independent expert's report or a detailed directors' report on the Proposed Transaction. The directors of OMI have therefore engaged Leadenhall Corporate Advisory Pty Ltd ("**Leadenhall**") to prepare an independent expert's report assessing whether the Proposed Transaction is fair and reasonable to OMI's shareholders. This report is to be included in the shareholder booklet that will be sent to OMI's shareholders regarding the Proposed Transaction.

Further details of the purpose of this report are provided in Section 2 of our detailed report.

3. Basis of Evaluation

In order to assess whether the Proposed Transaction is fair and reasonable we have:

- assessed it as fair if the value of an OMI share after the Proposed Transaction is more than or equal to the value of an OMI share before the Proposed Transaction; and
- assessed it as reasonable if it is fair, or despite not being fair the advantages to OMI's shareholders outweigh the disadvantages. We have therefore analysed the advantages and disadvantages to shareholders of undertaking the Proposed Transaction.

Further details of the basis of evaluation are provided in Section 2 of our detailed report.

4. Conclusion

The Proposed Transaction is fair

The Proposed Transaction is fair because the Fair Market Value of an OMI share before the Proposed Transaction (after the proposed consolidation) is below the Fair Market Value of a share in the Proposed Merged Entity (represented by OMI with a 100% ownership in iSentric after completing the Proposed Transaction).

As the number of shares being issued will result in Donaco's shareholders obtaining control of OMI, we have assessed the Proposed Transaction as if it was a takeover offer. OMI's shareholders will retain their existing shares should the Proposed Transaction occur and will not receive any other compensation. The effective consideration is therefore one share in the Proposed Merged Entity for every one OMI share held (following the proposed consolidation). We have therefore compared the value of an OMI share on a control basis before the Proposed Transaction with the value of a share in the Proposed Merged Entity on a minority basis.

Value of OMI before the Proposed Transaction

We have assessed the current Fair Market Value of OMI, based on the net asset approach, as follows:

Table 1: Net asset based valuation of OMI

	Low $'000	High $'000
Cash	319	319
Investment in Starfield	150	150
Listed shell	750	1,000
Other assets and liabilities	(696)	(696)
Value of 100% of issued equity on a control basis	**523**	**773**
Divided by: Total number of shares ('000)	3,750	3,750
Value per share on a control basis (cents)	**13.9**	**20.6**

Source: Leadenhall analysis

As at 31 March 2014 OMI had cash of approximately $468,900. If the transaction does not proceed, there will be approximately $150,000 of costs that will be incurred which predominantly relate to legal and compliance fees. Therefore a net cash amount of $318,900 has been included in the valuation.

OMI has 3,000,000 shares in Starfield Metals Limited (**"Starfield"**). A valuation of $0.05 has been attributed to each share based on Starfield's capital raising of $548,150 via the issue of 10,963,000 shares at $0.05 per share in August/September 2013.

As well as the assets presented in its financial statements, the other significant asset of OMI is its stock exchange listing on the ASX, which provides shareholder value as a vehicle for a backdoor listing. Based on recent discussions we have held with stock brokers and insolvency professionals, we have assessed the value of OMI's shell to be $0.75 million to $1.0 million.

Further details of our valuation of OMI are provided in Section 7 of our detailed report.

Value of Proposed Merged Entity

We have determined the Fair Market Value of a share in the Proposed Merged Entity using the sum of the parts method. This assessment has been made on a minority interest basis (i.e. excluding a control premium) as OMI's existing shareholders would be minority shareholders in the Proposed Merged Entity.

Table 2: Sum of the parts valuation of Proposed Merged Entity

	Low $'000	High $'000
iSentric (100% on a minority basis)	13,007	16,016
Cash	2,069	2,069
Investment in Starfield	150	150
Other assets and liabilities	(96)	(96)
Options	(271)	(315)
Value of 100% of issued shares on a minority interest basis	13,859	16,823
Divided by: Total number of shares ('000)	76,750	76,750
Value per share (cents)	**19.4**	**23.2**

Source: Leadenhall analysis

iSentric has been valued assuming a future maintainable earnings of RM 4.5 million (A$1.5 million) and a multiple of 8.0-10.0x which has been based on comparable trading and transaction multiples for the business.

We note that the amount attributable to iSentric is higher than the RM8.5 million paid by Donaco to acquire iSentric in April 2003. However, this increase is consistent with an increase in earnings from an EBIT of RM1.3 million in FY13 to a budgeted EBIT of RM3.1 million for FY14, with further earnings growth expected in FY15.

The total number of shares in the Proposed Merged Entity is comprised of:

- 3.7 million OMI shares currently on issue (after an approximate 3.77 for 1 consolidation);
- 60.0 million OMI shares to be issued as part consideration for the acquisition of iSentric;
- 3.0 million OMI shares to be issued upon conversion of the convertible notes; and
- 10.0 million OMI shares to be issued in the assumed $2.0 million capital raising.

Further details of our valuation of the Proposed Merged Entity are provided in Section 9 of this report.

Conclusion on Fairness

In order to assess whether the Proposed Transaction is fair we have compared:

- our assessed Fair Market Value of an OMI share before the Proposed Transaction on a control basis (i.e. including a control premium); with
- our assessed Fair Market Value of a share in the Proposed Merged Entity (i.e. OMI plus iSentric after the Proposed Transaction), on a minority interest basis.

This comparison is set out in Table 3 below.

Table 3: Assessment of fairness

		Low cents	High cents
Fair Market Value of an OMI share	(Section 7.2)	13.9	20.6
Fair Market Value of a Proposed Merged Entity share	(Section 9.2)	19.4	23.2

Source: Leadenhall analysis

As the value of an OMI share before the Proposed Transaction (on a control basis) is below the value of a share in the Proposed Merged Entity (on a minority basis), the Proposed Transaction is fair to OMI's shareholders.

The Proposed Transaction is reasonable

We have defined the Proposed Transaction as being reasonable if it is fair, or if despite not being fair, the overall advantages of the proposal outweigh its disadvantages from the perspective of OMI's shareholders. We have therefore considered the advantages and disadvantages to shareholders of the Proposed Transaction.

Advantages

We set out below the main advantages to shareholders of approving the Proposed Transaction:

- **Reinstatement to ASX quotation** - If the Proposed Transaction is not completed, it is likely that OMI shares would continue to be suspended from ASX quotation. If the Proposed Transaction is completed it is likely that OMI shares would be reinstated to ASX quotation which provides liquidity and therefore an opportunity to realise value of the shares in OMI for existing shareholders.
- **The Proposed Merged Entity will have an enlarged operating business -** On a standalone basis OMI has no material operating business and has to meet the compliance and administration costs of maintaining a listed company from shareholders' funds. This represents an on-going expense of approximately $500,000 per year. The company is therefore likely to continue to record losses if a transformational transaction such as the Proposed Transaction is not completed. The acquisition of iSentric would provide OMI with a profitable operating business to contribute to the costs of maintaining a listed company.
- **Potential acquisitions** - We understand that iSentric is considering expanding via a number of potential acquisitions which are expected to be earnings per share accretive. For shareholders in OMI, this would mean that their investment may return a higher level of earnings as well as deliver increased scale and growth opportunities.
- **No alternatives -** We are not aware of any alternative offers for OMI. Other than a similar 'backdoor listing' transaction we consider the probability of an alternative transaction to be low.

Disadvantages

We set out below the main disadvantages to shareholders of approving the Proposed Transaction:

- **Different risk profile** - OMI is currently an investor in a tin mine in Uganda, whereas iSentric operates in the mobile services sector. The risk profiles of these two activities are very different from one another. OMI's shareholders may have bought OMI shares due to a preference for the existing specific risk / reward profile offered by OMI and may not want the risk / reward profile offered by an investment in iSentric.
- **Shareholders will lose control of OMI -** After the Proposed Transaction Lim Keong Yew and/or his related parties will hold approximately 41.7% of the ordinary shares outstanding in OMI (assuming a $2 million capital raising and Lim Keong Yew and/or his related parties subscribing for $1 million in the capital raising). The actual percentage will depend on the size of the capital raising and the level of participation by Lim Keong Yew and/or his related parties in that capital raising. Existing OMI shareholders will own approximately 4.9% of the combined entity (assuming a $2 million capital raising). Lim Keong Yew and his related parties may not act in the interests of OMI's other shareholders.

Conclusion on Reasonableness

As the Proposed Transaction is fair it is also reasonable.

Opinion

In our opinion, the Proposed Transaction is fair and reasonable to OMI's shareholders. This opinion should be read in conjunction with our detailed report which sets out our scope, analysis and findings in more detail.

Yours faithfully

Richard Norris
Senior Adviser

Tim Lebbon
Director

LEADENHALL CORPORATE ADVISORY PTY LTD

ABN 11 114 534 619

Australian Financial Services Licence No: 293586

FINANCIAL SERVICES GUIDE

Leadenhall Corporate Advisory Pty Ltd ("**Leadenhall**" or "**we**" or "**us**" or "**ours**" as appropriate") has been engaged to issue general financial product advice in the form of a report to be provided to you.

Financial Services Guide

In providing this report, we are required to issue this Financial Services Guide ("**FSG**") to retail clients. This FSG is designed to help you to make a decision as to how you might use this general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide;
- remuneration that we and/or our employees and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial Services We are Licensed to Provide

We hold Australian Financial Services Licence 293586 which authorises us to provide financial product advice in relation to securities (such as shares and debentures).

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial service licensee authorised to provide the financial product advice contained in that report.

General Financial Product Advice

The advice produced in our report is general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that We May Receive

We charge fees for providing reports. These fees will be agreed with the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis. Leadenhall is entitled to receive a fixed fee of $50,000 (excl. GST) for preparing this report.

Except for the fees referred to above, neither Leadenhall, nor any of its Directors, employees or related entities, receive any pecuniary or other benefit, directly or indirectly, for or in connection with the provision of this report.

Remuneration or Other Benefits Received by our Employees, Directors and Consultants

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. Our Directors and Consultants receive remuneration based on time spent on matters.

Referrals

We do not pay commissions or provide any other benefits to any person for referring clients to us in connection with the reports that we are licensed to provide.

Complaints Resolution

As the holder of an Australian Financial Services Licence, we are required to have a system in place for handling complaints from persons to whom we have provided reports. All complaints must be in writing, to the following address:

Leadenhall Corporate Advisory Pty Ltd
Level 1, 31 Franklin Street
Adelaide SA 5000

We will try to resolve your complaint quickly and fairly and will endeavour to settle the matter within 14 days from the time the matter is brought to our attention.

If you do not get a satisfactory outcome, you have the option of contacting the Financial Ombudsman Service ("**FOS**"). The FOS will then be able to advise you as to whether or not they can assist in this matter. The FOS can be contacted at the following address:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001

Telephone: 1300 780 808
Email: info@fos.org.au

Compensation Arrangements

Leadenhall holds professional indemnity insurance in relation to the services we provide. The insurance cover satisfies the compensation requirements of the Corporations Act 2001.

9 July 2014

Contents

1. Terms of the Proposed Transaction

1.1. Background

OMI is a listed Australian company that holds an interest in Starfield, which has a portfolio of tin mining and exploration leases in Uganda.

iSentric, which is based in Malaysia, is wholly owned by Donaco, a listed Australian company. iSentric's offering is in the mobile telecommunications services sector including mobile content distribution, mobile payment aggregation, mobile banking and bespoke corporate mobility solutions.

On 9 May 2014, OMI and Donaco entered into a Share Purchase Agreement, for OMI to acquire iSentric. The steps of the acquisition are outlined below.

1.2. Consolidation of OMI share capital

It is proposed that OMI's share capital will be consolidated on a ratio of approximately 3.77 to 1. The ratio is calculated as the number of shares on issue prior to the consolidation divided by 3,750,000. The consolidation ratio may change slightly due to movements in the number of OMI shares outstanding between the date of this report and the consolidation taking place. However, any small changes will not change our conclusion.

1.3. Capital Raising

OMI intends to issue new shares to raise an additional $1 million to $2 million. This is necessary to comply with the ASX listing rule requirements regarding the spread of shareholders. OMI needs to have at least 300 shareholders who each hold over $2,000 worth of securities to re-list on the ASX. Subject to a waiver application being approved, the ASX will accept 150 existing Donaco shareholders. Additionally, OMI estimates that another 71 existing OMI shareholders will continue as shareholders. Therefore the capital raising is required to obtain at least another 79 shareholders on the share registry with holdings of more than $2,000. The capital raised will be used for working capital. It is intended that the shares will be issued at $0.20 per share post-consolidation which is equivalent to a pre-consolidation value of $0.053 per share. We understand that Lim Keong Yew and his related parties, Donaco's major shareholder, may subscribe for up to $1 million in the capital raising.

1.4. Acquisition of iSentric

The consideration for Donaco's 100% interest in iSentric will be 60,000,000 fully paid OMI ordinary shares on a post consolidation basis which is equivalent to 226,159,632 fully paid OMI ordinary shares on a pre consolidation basis.

1.5. Donaco Distribution of OMI Shares

Subsequent to OMI acquiring iSentric, Donaco intends to distribute the OMI shares it receives to its shareholders via a pro rata in specie distribution. The major shareholding group of Donaco is the Lim family which holds its interests through Slim Twinkle, Convent Fine and Lim Keong Yew, who have stated their intention to transfer their OMI shares arising from this transaction to Jox Holdings, an entity controlled by Lim Keong Yew. Post the transfers described above, OMI will have one major shareholder being Lim Keong Yew and his related parties with an expected holding of approximately 41.7% in OMI assuming a $2 million capital raising with Lim Keong Yew and/or his associates subscribing for $1 million in the capital raising. The final percentage will depend on the size of the capital raising and the extent to which Mr Lim and/or his related parties participate.

1.6. Conditions

The Proposed Transaction is subject to a number of conditions including:

- OMI and Donaco each completing due diligence investigations;
- OMI's shareholders approving the acquisition of iSentric at a General Meeting;
- OMI complying with Chapters 1 and 2 of the ASX Listing Rules (including sufficient spread of shareholders which is proposed to be achieved by the capital raising outlined above); and
- No material adverse change occurring to either OMI or iSentric prior to the date of the General Meeting.

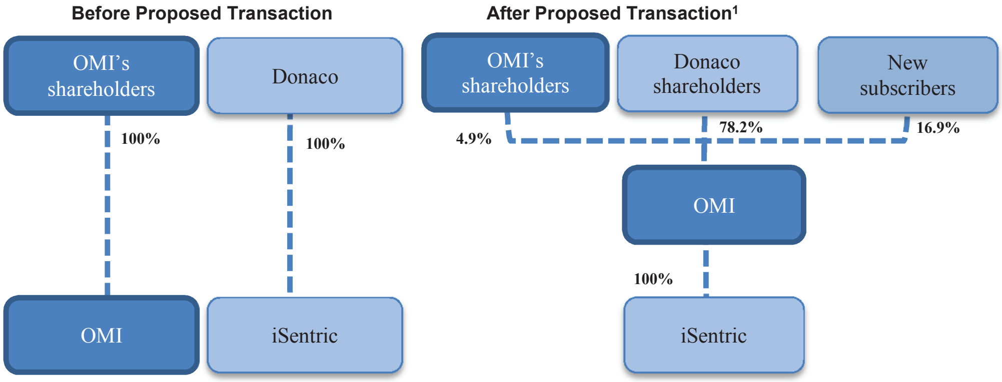
1.7. Conversion of Convertible Notes

OMI has received funds in relation to 600 convertible notes that are to be issued if they are approved by shareholders. We have been informed that the Directors of OMI intend to convert these notes into ordinary OMI shares following completion of the Proposed Transaction. The terms of these notes are described in Section 5.7 of this report.

1.8. Corporate Structure

The existing and proposed corporate structures of OMI and iSentric are outlined in the simplified diagram below.

Figure 1: Impact on corporate structure of the Proposed Transaction



Source: Leadenhall analysis
Note:
1. Holdings shown assume a $2 million capital raising with a $1 million participation by Lim Keong Yew and/or his related parties (which is included under 'New subscribers') and are after conversion of OMI's convertible notes but before the exercise of the associated options. The percentages above will vary slightly depending on the size of the capital raising and the level of participation by Lim Keong Yew and/or his associates in the capital raising. The percentages above will also vary slightly as a result of adjustments made for unmarketable parcels of OMI shares as a result of the transaction.

2. Scope

2.1. Purpose of the Report

An acquisition of securities that enables a shareholder to increase its relevant interests in a listed company from below 20% to above 20% is prohibited under Section 606 of the Corporations Act 2001 ("**Section 606**"), except in certain circumstances. One of the exceptions to Section 606 is where the acquisition is approved at a general meeting of the target company in accordance with Item 7 of Section 611 of the Corporations Act ("**Item 7**").

Therefore, the following steps under the Proposed Transaction need to be approved by OMI's shareholders:

- the potential subscription by Jox Holdings for a greater than 20% shareholding in OMI in the capital raising;
- the issue of an 78.2% holding in OMI to Donaco, which must be approved by OMI shareholders not associated with Donaco;
- the subsequent distribution of a 35.2% holding in OMI to interests associated with the Lim family, which must be approved by OMI shareholders not associated with the Lim family; and
- the transfer of a 29.6% holding in OMI to Jox Holdings, which must be approved by OMI shareholders not associated with Jox Holdings.

The percentages cited above assume a $2 million capital raising and Lim Keong Yew and/or his related parties subscribing for $1 million in the capital raising. The percentages will vary depending on the size of the capital raising and the level of participation by Lim Keong Yew and/or his related parties in that capital raising.

Item 7 requires shareholders to be provided with all of the information known to the company and to the potential acquirer that is material to the shareholders' decision. *Regulatory Guide 74: Acquisitions Approved by Members* ("**RG74**") issued by the Australian Securities and Investment Commission ("**ASIC**") provides additional guidance on the information to be provided to shareholders. RG 74 states *inter alia* that the directors of the target company should provide members with an independent expert's report or a detailed directors' report on the Proposed Transaction. The directors of OMI have therefore requested Leadenhall to prepare an independent expert's report assessing whether the Proposed Transaction is fair and reasonable to OMI's shareholders. This report is to be included in the shareholder booklet and has been prepared for the exclusive purpose of assisting shareholders in their consideration of the Proposed Transaction.

2.2. Basis of Evaluation

In determining how to evaluate the Proposed Transaction we have considered *Regulatory Guide 111: Content of expert reports* ("**RG111**") issued by the ASIC. RG111 requires an independent expert to evaluate 'control transactions' as if they were a takeover offer. As interests associated with the Lim family will hold a majority of the shares outstanding in OMI should the transaction be approved, we have evaluated the Proposed Transaction as a takeover of OMI. RG 111 requires a separate assessment of whether a takeover offer is 'fair' and whether it is 'reasonable'. We have therefore considered the concepts of 'fairness' and 'reasonableness' separately as discussed below.

Fairness

RG 111 defines a takeover offer as being fair if the value of the consideration is equal to or greater than the value of the securities subject to the offer. Accordingly, Leadenhall has assessed whether the Proposed Transaction is fair by comparing the value of an OMI share before the Proposed Transaction to the effective consideration offered to OMI's shareholders. As OMI's shareholders would retain their OMI shares if the Proposed Transaction proceeds (as opposed to exchanging them for cash or the acquirer's scrip as in a takeover offer) the effective consideration is the continued ownership of an OMI share, which will become a share in the Proposed Merged Entity.

The value of an OMI share before the Proposed Transaction has been determined on a control basis, i.e. including a control premium. This is consistent with the requirement of RG 111 that the comparison for a takeover must be made assuming a 100% interest in the target company.

The value of an OMI share after the Proposed Transaction is effectively a share in the Proposed Merged Entity (i.e. OMI and iSentric combined). This has been assessed on a minority interest basis (i.e. excluding a control premium) as OMI's current shareholders would own a minority stake in the Proposed Merged Entity should the Proposed Transaction occur.

We have assessed the values of OMI and the Proposed Merged Entity at Fair Market Value, which is defined by the International Glossary of Business Valuation Terms as:

> *The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.*

This definition of Fair Market Value is consistent with the definition in RG 111 at paragraph 57.

Special value is defined as the amount a specific purchaser is willing to pay in excess of Fair Market Value. Such a specific purchaser may be willing to pay a premium over Fair Market Value as a result of potential economies of scale, reduction in competition or other synergies they may enjoy arising from the acquisition of the asset. However, to the extent a pool of hypothetical purchasers could all achieve the same level of synergies; these synergies should be included in Fair Market Value. Special value is typically not considered in forming an opinion on the Fair Market Value of an asset and our valuations of OMI and the Proposed Merged Entity do not include any special value.

Reasonableness

In accordance with RG 111, we have defined the Proposed Transaction as being reasonable if it is fair, or if, despite not being fair, Leadenhall believes that there are sufficient reasons for OMI's shareholders to vote for the proposal. To assess the reasonableness of the Proposed Transaction we have considered the following significant factors recommended by RG 111:

- the vendors of iSentric have no interest in OMI at present;
- the size of existing shareholding blocks in OMI;
- the liquidity of the market in OMI's shares;
- any special value of OMI to Donaco or the Lim family;
- the likely market price of OMI shares if the Proposed Transaction is rejected; and
- the value of OMI to an alternative bidder and the likelihood of an alternative offer.

We have also considered the other significant advantages and disadvantages to OMI's shareholders of the Proposed Transaction.

2.3. Opinion Provided in Relation to Transaction as a Whole

We have considered the position of OMI shareholders before and after the Proposed Transaction, including the four steps in the transaction that require shareholder approval. As the four steps in the transaction are interrelated, we have provided an opinion in relation to the transaction as a whole. Our opinion applies equally to each of the four steps listed in Section 2.1 above.

2.4. Individual Investors' Particular Circumstances

We have evaluated the Proposed Transaction for OMI's shareholders as a whole and have not considered its effect on the particular circumstances of individual investors. Due to their personal circumstances, individual investors may place a different emphasis on various aspects of the Proposed Transaction from the one adopted in this report. Accordingly, individuals may reach different conclusions to ours on whether the Proposed Transaction is fair and reasonable. If in doubt investors should consult an independent financial adviser.

2.5. Limitations and Reliance on Information

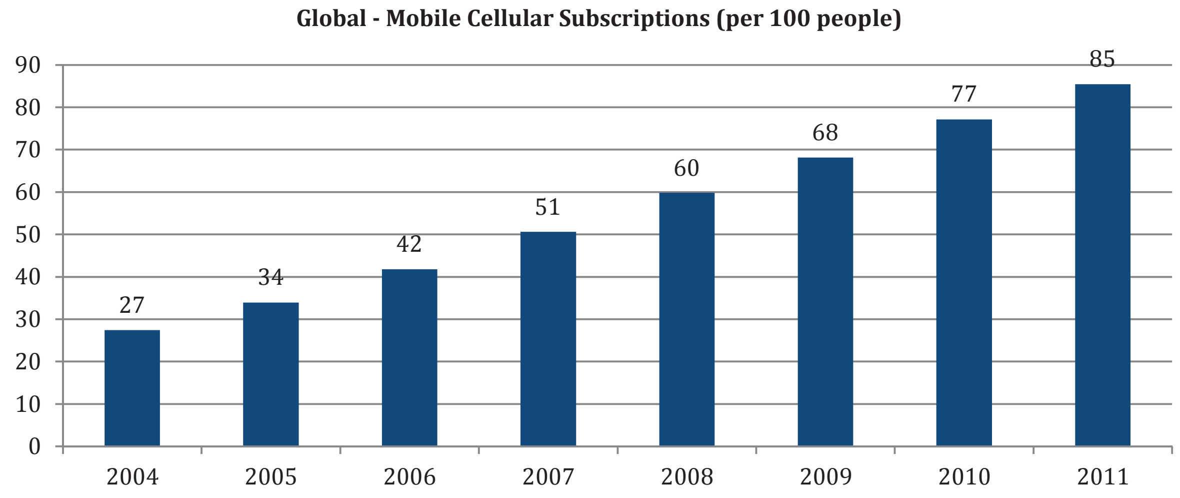
Leadenhall's opinion is based on current economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over a relatively short period of time. Any such changes subsequent to the issue of this report could change our opinion. In preparing this report we have considered the information set out in Appendix 2. We have undertaken limited analysis and enquiry in relation to this information. Our procedures and enquiries do not include verification work nor constitute an audit in accordance with Australian Auditing Standards. This report should be read in conjunction with the declarations outlined in Appendix 5.

3. Profile of the Mobile Services Industry

3.1. Mobile Users

Globally, mobile user growth has increased significantly with mobile cellular subscriptions increasing three-fold between 2004 and 2011. This is illustrated in the chart below. It has been estimated that there will be 70% smartphone penetration by 2015 (Source: broker research).

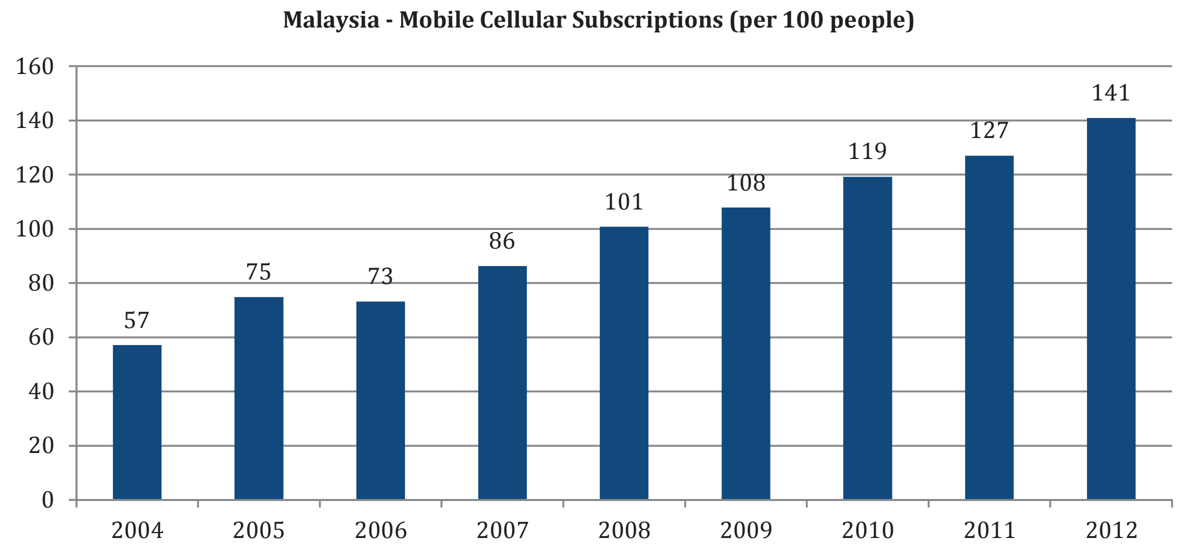
Figure 2: Global – Mobile Cellular Subscriptions (per 100 people)



Source: World Bank

The number of mobile cellular subscriptions in Malaysia is illustrated in the chart below.

Figure 3: Malaysia – Mobile Cellular Subscriptions (per 100 people)



Source: World Bank

The mobile phone penetration rate in Malaysia surpassed 100 per 100 inhabitants in 2008 and stood at 141 phones per 100 inhabitants in 2012. The total number of cellular telephone subscriptions in Malaysia reached more than 36 million in 2011 and by the end of 2012, the total number of subscriptions had risen a further 12% to 41 million subscriptions. By comparison, in 2000 this figure stood at 5.1 million subscriptions.

The mobile phone market in Malaysia is dominated by prepaid subscriptions ("pay as you go"), rather than post-paid subscriptions, with 29.6 million prepaid subscriptions recorded in 2011 (80.7% of the total mobile phone subscriptions that year). Prepaid subscriptions expanded 13.8% to 33.7 million subscriptions whereas post-paid subscriptions increased 4.7%. to 7.4 million subscriptions in 2012.

3G mobile internet services have also become increasingly popular in the Malaysian mobile telephone market. The number of 3G subscriptions in 2012 grew by 40.9% to 14.6 million as compared to 10.3 million in 2011.

3.2. Mobile Payments - Types

Mobile payments can take the form of:

- SMS/USSD (Unstructured Supplementary Service Data) transaction payments
- Direct Mobile Billing
- Mobile web payments
- Contactless Near Field Communication ("**NFC**")

SMS/USSD transactional payments

The consumer sends a payment request via a Short Message Service ("**SMS**") text message or an Unstructured Supplementary Service Data ("**USSD**") and a premium charge is applied to their phone bill or their online wallet. The provider is informed of the payment success and can then release the paid-for goods. The goods most frequently purchased utilising this method are digital in nature with the provider replying using a Multimedia Messaging Service ("**MMS**") to deliver the purchased music, ringtones, wallpapers etc. An MMS can also deliver barcodes which can then be scanned for confirmation of payment by a provider. This is used as an electronic ticket for access to cinemas and events or to collect hard goods. Some mobile payment services accept "premium" SMS payments where a consumer sends SMS with keyword and unique number. The consumer then receives a PIN and is billed on receipt of that PIN. The consumer uses the PIN to access content or services. This method bypasses banks and credit card companies as it does not require the use of credit or debit cards and does not require pre-registration at an online payment solution such as PayPal.

Direct mobile billing

The consumer uses the mobile billing option during checkout at an e-commerce site (such as an online gaming site) to make a payment. After a two-factor authentication involving a PIN and "one time password", the consumer's mobile account is charged for the purchase. This type of mobile payment method is particularly popular in Asia. This method also bypasses banks and credit card companies.

Mobile web payments

The consumer uses web pages displayed or additional applications downloaded and installed on the mobile phone to make a payment. It uses Wireless Application Protocol ("**WAP**") as the underlying technology. Advantages include:

- Ability to generate additional follow-on sales as the mobile web payment can lead back to a store or to other goods the consumer may like. These pages have a Uniform Resource Locator and can be bookmarked making it easy to re-visit or share.
- High customer satisfaction from quick and predictable payments.
- Ease of use from a familiar set of online payment pages.

Unless the mobile account is directly charged through a mobile network operator, the use of a credit/debit card or pre-registration at an online payment solution such as PayPal is still required.

Contactless NFC

NFC is used mostly in paying for purchases made in physical stores or for transportation services. A consumer using a mobile phone equipped with a smartcard waves their phone near a reader module. Most transactions do not require authentication, but some require authentication using a PIN, before the transaction is completed. The payment could be deducted from a pre-paid account or charged to a mobile or bank account directly.

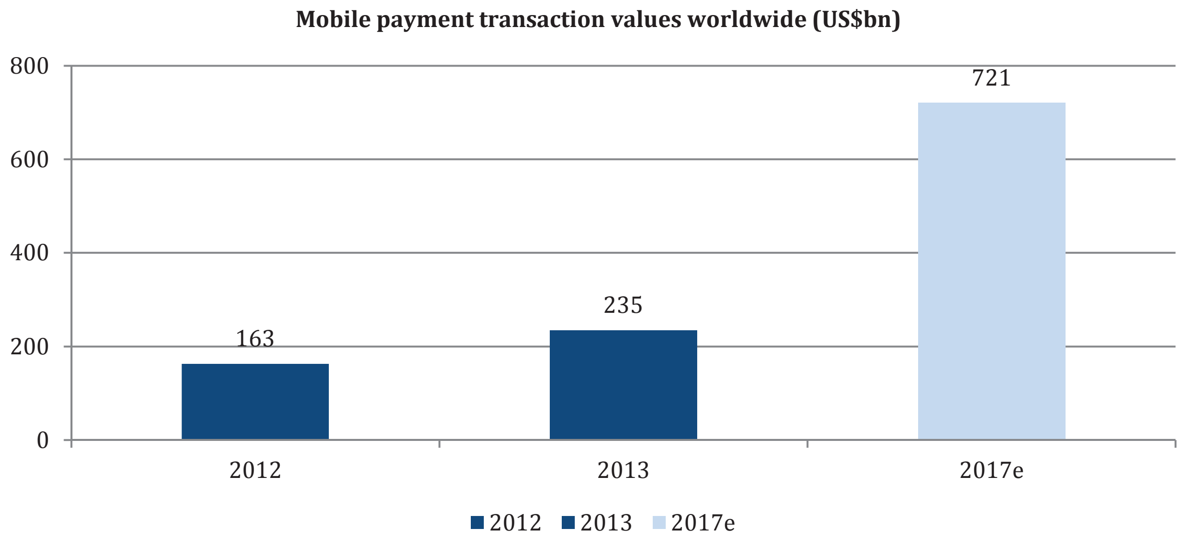
Mobile payments via NFC face significant challenges for wide and fast adoption, due to the lack of supporting infrastructure, complex ecosystem of stakeholders and standards. The method is utilised for mass-transit networks in Japan and for on and off street parking in Europe.

3.3. Mobile Payments – Global Market Size

Of the 2.5 billion people in the world who still lack access to the financial system, 1.7 billion have a mobile phone (World Bank, GSMA). The rapid growth of the mobile creates new opportunities for financial inclusion. Many low-income people store and transfer money using informal networks but these have high transaction costs and are prone to theft. Mobile money is starting to provide an alternative, offering person-to-person transfers through to more complex banking services.

As illustrated in the chart below, global mobile transaction volumes are anticipated to grow at 35% CAGR from US$163bn in 2012 to US$721bn in 2017.

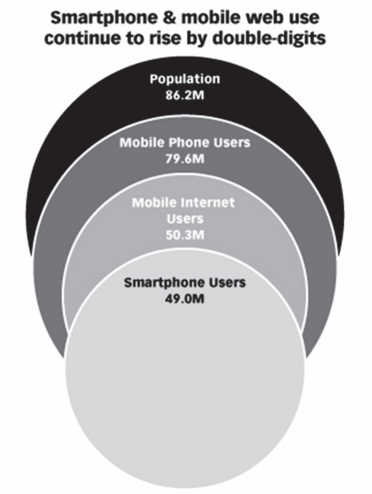
Figure 4: Mobile payment transaction values worldwide (US$bn)



Source: Gartner, Inc.

This accelerating shift to a non-cash economy will be further driven by growth in smartphone penetration and the emergence of the "Millennial generation" or "Generation Y" spending ~10% of their free time on mobile devices (source: eMarketer). The adoption of smartphone and mobile internet by the Millennial generation in the United States is illustrated in the graphic below:

Figure 5: Profile of Millennial Mobile Phone Users



Source: eMarketer, March 2013

Therefore, whilst the focus of mobile payments is often on undeveloped and developing economies, developed markets also present a large market opportunity for service providers. It should be noted, however, that iSentric is focussed on developing markets.

3.4. Mobile Content Services Industry

Mobile content services include any messaging service which provides content for which charges may be imposed over and above the standard network charges of the relevant mobile service provider. The provision of mobile content services caters to the demand of mobile users for the following:

- Content such as information, news and sports updates, data, quizzes, jokes, graphics, greeting messages, ringtones, wallpapers, logos and games.
- Services including chat services, participation in contests, fundraising and voting.
- A combination of content and services.
- SMS broadcasts.

Mobile Content Services utilise short codes which enable mobile content service providers to deliver their services to customers. To obtain any mobile content services, mobile phone users need to send a request or purchase/subscription keyword to the provider's short code.

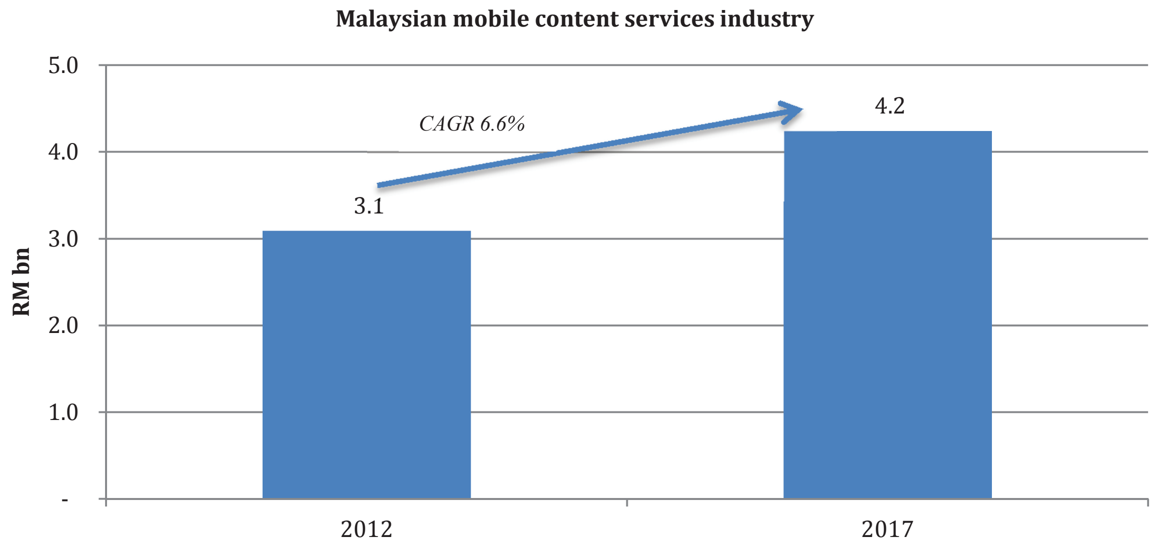
There are two mobile content service business models:

- Subscription-based services where mobile users obtain the service for a fixed or continuous duration e.g. weekly or monthly.
- One-off purchase or pay per use services.

Payments for mobile content services are charged in addition to normal telecommunication charges by the cellular network operator. The charges for the subscription-based services will be continuously billed to the subscriber account until it is terminated. The subscribers may stop or terminate the subscription-based services by sending a keyword to the relevant short code. Alternatively, if the subscribers do not want to receive any mobile content services to their mobile phone, they may send a particular keyword to terminate all services.

3.5. Mobile Content Services Industry – Malaysia Market

As illustrated in the chart below, the mobile content services industry in Malaysia was approximately RM 3.09 billion in 2012. The market is projected to grow at a CAGR of 6.6% for the period from 2013 to 2017, to a turnover of RM 4.24 billion in 2017.



Source: Protégé Report

The mobile content services industry in Malaysia is expected to benefit from the increasing mobile telephone subscriptions and penetration and increasing desire of consumers to personalise their mobile devices.

Revenue from SMS broadcast services is expected to continue to be supported by the growing sectors of mobile banking and mobile advertising. However, it should be noted that the volume of SMSs sent has been decreasing with the total number of SMSs sent falling 6% from 93.1 billion in 2011 to 87.6 billion in 2012.

This decrease was driven by the increasing level of restrictions imposed by Malaysian regulators around sending unsolicited marketing messages via SMS and MMS and the requirement for consumers to actively subscribe or purchase mobile content (as opposed to being automatically subscribed by the mobile content services provider). In particular, in March 2012 the Malaysian Communications & Multimedia Commission ("**MCMC**") issued correspondence on the enforcement of "The Revised Industry Guidelines for the Provision of Mobile Content Services: The Marketing via SMS". The net result of these events is a higher level of regulation within the mobile content services industry in Malaysia.

Revenue generated from the sale of premium messaging content is anticipated to be challenged by the increasing provision of rich mobile content via mobile internet access and smartphone usage. The negative effect is expected to offset the anticipated growth in mobile content services. Smartphone penetration is anticipated to increase as consumers gradually change their preference from paying for content via SMS and MMS to obtaining unlimited media content and access that is offered by mobile internet. This may impact the sales of mobile content services such as ringtones, wallpapers and games.

4. Profile of iSentric

4.1. Activities

iSentric is a Malaysian company which was incorporated in 2001 and commenced its business operations in 2003. iSentric currently has a total of 35 employees. The company operates in the mobile services sector offering mobile content distribution, mobile payment aggregation, mobile banking and bespoke corporate mobility solutions. The business predominantly services customers in the financial services sector and mobile phone service providers. iSentric is 100% owned by Donaco, a public company listed on the ASX.

The services offered by iSentric include:

Digital Payments ("mobilityPay")

Digital Payments is a B2B, payments aggregation business. The service enables mobile phone users to make financial transactions for small amounts over a secure platform. It enables payments from those who are considered unbanked (i.e. user relies on prepaid offerings, do not have a credit card, do not have a bank account). Approximately 80% of Malaysian mobile users utilise prepaid services. iSentric covers a wide range of payment channels including Premium SMS, MMS, USSD, WAP Charging as well as 3G Video.

Mobile Micropayments are convenient and involve sending a short code via SMS to effect a payment. Users pay through their prepaid airtime and are able to participate in competitions, buy news alerts, wallpapers, ringtones and other products and services. Payments utilising this technology are typically for non-physical goods.

Mobile Micropayments deliver the following benefits (to both the companies employing the technology and their users):

- Services can be used anywhere and at any time.
- Transactions are protected and are accompanied by a robust security guarantee.
- Improves customer satisfaction whilst lowering cost.
- Enables companies to capture new markets.
- Content rich with multimedia features.
- Business reporting services available via web application.

iSentric assists their customers in setting up the payments infrastructure, on-boarding content providers to the platform and provides marketing resources and strategies to assist with promoting a variety of content. Customers for this division are predominantly telecommunications companies including Maxis, Huawei, Celcom and DiGi. iSentric tends to operate under revenue share contracts with its customers but also earns some maintenance fees.

iSentric's strong background in servicing banks through its Enterprise Mobility division (see below) and its ability to deliver secure payments channel is a key strength of the business. It has tailored its offering specifically for telecommunications companies.

Enterprise Mobility ("mobility2u")

Enterprise Mobility is a B2B offering that delivers bespoke solutions to deliver mobile connectivity and messaging capabilities to its clients across a wide range of industries. The business provides mobile solutions to clients though its online portal, mobility2u.isentric.com including:

- Digital messaging services (including advertising) to online and mobile devices including Personal Digital Assistants, 2G and 3G mobile phones and personal computers. mobility2u can support text, pictures, sounds and videos and relies predominantly on SMS and MMS platforms. iSentric also offers campaign tools including premium SMS gateways and interactive voice responses.
- Mobile banking services that allow customers to check bank balances, pay accounts and make secure mobile payments.

Through mobility2u, iSentric is the largest mobile banking provider in Malaysia with ten out of a potential client base of 35 financial institutions utilising the services provided by the Enterprise Mobility division. Customers include Citibank, CIMB, AIG, RHB and AmBank (among others). iSentric also offers its mobile marketing services to other corporate clients. iSentric receives fees based on volumes of digital messaging sent and then generates licensing, support and maintenance fees from the mobile banking services.

Mobile Content Marketplace ("MARIKU")

Offering its services directly to end customers via its website called "MARIKU", the Digital Content and Services division is an online mobile entertainment and media platform that enables consumers to subscribe to or purchase and download mobile content via a WAP portal including mobile sports, apps, magazines, news and games. iSentric sources unique and 'sticky' content (such as copyrighted World Cup sports content) and offers this service to mobile subscribers from all telecommunications networks. iSentric positions "MARIKU" as a market place for various content owners to monetise their digital product offerings. As iSentric sources its customers directly, it generates higher margins compared to selling via its telecommunications clients.

Mobility Game Publishing ("mobilityGames")

A proprietary B2C digital game publishing platform designed to work in conjunction with mobile telecommunications operators. mobilityGames offers online games, mobile games, news and events to a captive audience of telco subscribers. The platform has connected 7 game publishers (of a total 20 domestic players). End customers purchase credit for the games over their phones. iSentric operates under a revenue share arrangement with game publishers. The platform also allows a mobile micropayment service in conjunction with its games that provides additional convenience to customers. iSentric has agreements with telecommunications companies including Digi and Celcom. iSentric sources games from a range of game developers and publishers including Shanda Games, Perfect World, Kingsoft and LineKong.

4.2. History

The following table sets out a brief history for iSentric.

Figure 4: History of iSentric

Date	Event
2001	iSentric was established
2003	iSentric commenced business operations Mobile commerce platform "mobility2u" was launched
2004	iSentric obtained MSC status from Multimedia Development Corporation (MDeC) mobility2u launches mobile infotainment service "MARIKU" with more than 300,000 members mobility2u launches SMS mobile banking
2006	iSentric receives Deloitte Technology Fast 500 Asia Pacific Award. Ranked 6th fastest growing technology company in Malaysia and the 67th in Asia Pacific
2007	iSentric received MSC Malaysia APICTA Award under the category of Best Financial Application (mobility2u-Mobile Banking Solution) iSentric receives Golden Bull Award in recognition of being one of the 100 Outstanding SMEs iSentric receives SME Recognition Award under the category of SME Innovation Excellence Award
2008	iSentric receives Malaysia Canada Business Council (MCBC) Business Excellence Award under the category of MSC Malaysia Award for Industry Excellence in IT iSentric receives Certificate of Recognition on the Mobile Content & Challenge program organised by Maxis, KTAK and SKMM
2009	iSentric receives Enterprise 50 Award. Ranked no. 12 from the 50 winners iSentric receives Certificate of Achievement from SME Corp Malaysia and Ministry of International Trade and Industry (MITI)

Date	Event
2010-2013	mobility2u launches mobile banking for smartphone/3G video portal Launch of "mobilityPay" a mobile payment aggregator for content and service providers Huawei appoints iSentric as the mobile payment service provider to handle international B2B partners in Malaysia
2013	Donaco acquires iSentric in April 2013 for $8.5m
2014	Awarded "Most Promising New Service" from Celom (an Axiata company)

Source: iSentric management

4.3. Management and Personnel

The board and key management personnel of iSentric include:

Table 5: Board and key management of iSentric

Key personnel	Experience
Lee Chin Wee Chief Executive Officer, Director	Chin Wee obtained First Class BEng (Hon) degree in Electrical & Electronic Engineering from University College London, United Kingdom. He also obtained a Master of Business Administration (MBA) from University of Malaya. Prior to iSentric, Chin Wee worked at Accenture as a Business Consultant focusing on telecommunications billing systems, product development and revenue assurance.
Ng Chin Kong Chief Technology Officer, Director	Chin Kong obtained a First Class BEng (Hon) degree in Electrical & Electronic Engineering from Imperial College, United Kingdom and a Master of Business Administration (MBA) from University of Nottingham. Prior to iSentric, Chin Kong worked at Accenture as a technical analyst. He has developed business and operational support systems for various telecommunications clients.
Na Chun Wee Director	Chun Wee was previously the Head of International Corporate Finance of Kenanga Investment Bank in Kuala Lumpur. Prior to joining Kenanga, Chun Wee was Investment Director of PrimePartners Asset Management Pte Ltd in Singapore and Vice President of Malaysia Venture Capital Sdn Bhd (a wholly owned subsidiary of the Ministry of Finance in Malaysia). Chun Wee is also the Chief Financial Officer of Donaco.
Lim Keong Yew Director	Keong Yew is the managing director and chief executive officer of Donaco International Limited. He is also a director of Malahon Securities Limited, a stock brokerage company founded in 1984, and is a member and participant of the Hong Kong Exchange. He is also the principal of the Slingshot Group of Companies, which are investment companies based in Hong Kong.
Chan Yann-Nong Partner – Mobility Enterprise	Yann-Nong obtained a bachelor's degree in network computing from Monash University, Australia and a Master of Business Administration (MBA) from University of Malaya. Prior to iSentric, Yann-Nong worked on the development of banking systems and has expertise in business development, project implementation, e-business and mobile technology.
Yuen Yeong Huey Partner – Chief Operating Officer	Yeong Huey obtained a BSc (Hon) degree in Computer Science from De-Monfort University (Malaysia Campus). Prior to iSentric, she worked for Malayan Banking Berhad. Yeong Huey has expertise in project management, IT development and operations.
Anthony Aw Head of Mobility Game Service	Anthony obtained a Business Administration degree from Western Michigan University in the USA. Anthony has over ten years of experience in the mobile and online game publishing industry.
Shahrul Majid Head of Digital Content and Service	Shahrul has a finance background and has more than 15 years' experience in the mobile industry.

Source: iSentric management

4.4. Competitive Position

The table below sets out a strengths, weaknesses, opportunities and threats analysis ("**SWOT**") for iSentric.

Table 6: SWOT analysis of iSentric

Strengths	Weaknesses
• A strong management team with extensive industry experience and deep technical capabilities. • Large client base, limited exposure to any one client and includes corporates and end customers. • Diversified business providing insights into broader market trends. • Strong track record in servicing large financial services and telecommunications clients. • Proven systems that are well known to be robust, secure, effective and scalable in mobile banking and payments infrastructure. • Integrated offering with ability to provide banking, payments and messaging.	• Dependency on key personnel. • Large number of competitors including subsidiaries of large multinational companies as well as a large number of smaller companies who provide similar services. • Focussed on Malaysia at the moment. No material presence elsewhere in the region.

Opportunities	Threats
• Rapid growth forecast in the mobile payments industry which may lead to increased demand for iSentric's services. • Ability to follow large customers or acquire new customers in other jurisdictions i.e. iSentric could offer services to Huawei in Thailand, Indonesia and Vietnam. • Extend services offered to existing customers e.g. Huawei could be offered opportunity to sell games and other content. • Mobility games could be extended beyond mobile/cyber cafés to all personal computers at home. • Potential to move into networks business (telco operators, wifi, networks, MVNOs), devices and platforms (handsets, operating systems), analytics.	• Increasing competition due to market opportunities available. • Increasing commoditisation of micropayment capabilities, with lower associated margins due to pricing pressure from competitors. • Technology obsolescence. • Regulatory restrictions.

Source: Leadenhall analysis

4.5. Financial Performance

The audited statements of financial performance for the two years and six months to 30 June 2013 and forecast for the 12 months to 30 June 2014 are set out below.

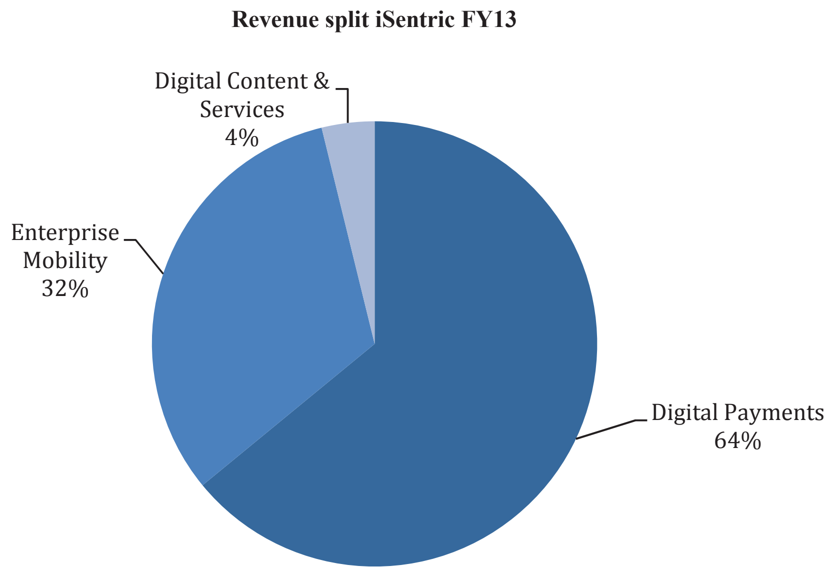
Table 7: Statement of financial performance for iSentric

	12 mo Y/E Dec 2011 RM'000	12 mo Y/E Dec 2012 RM'000	6 mo P/E Jun 2013 RM'000	12mo Y/E Jun 2014F[1] RM'000
Revenue	**20,144**	**17,517**	**8,272**	**19.897**
Other income	-	54	0	-
Total revenue	**20,144**	**17,571**	**8,273**	**19,897**
Cost of Sales	(16,424)	(13,331)	(6,729)	(14,477)
Gross Profit	**3,721**	**4,240**	**1,544**	**5,420**
Gross Margin	*18%*	*24%*	*19%*	*27%*
Operating expenses	(1,035)	(1,070)	(764)	(2,196)
EBITDA	**2,685**	**3,170**	**780**	**3,224**
EBITDA Margin	*13%*	*18%*	*9%*	*16%*
Depreciation and amortisation	(214)	(215)	(116)	(63)
EBIT	**2,472**	**2,956**	**665**	**3,161**
EBIT Margin	*12%*	*17%*	*8%*	*16%*
Net Interest	21	24	(1)	9
Profit before income tax expense	**2,492**	**2,980**	**663**	**3,170**
Income tax expense	(13)	28	(13)	-
Profit for the year	**2,479**	**3,008**	**650**	**3,170**

Source: iSentric management
Note:
1. Includes eight months of actuals and four months of forecasts. The forecasts do not include value of recently acquired contracts.

The split of revenue between iSentric's divisions are outlined below. The Mobility Game Services division is included in Digital Content and Services.

Figure 8: FY13 Revenue split iSentric



Source: iSentric management

The split of revenue within iSentric's two largest divisions, Digital Payments and Enterprise Mobility are outlined below.

Figure 9: FY13 Revenue split Digital Payments

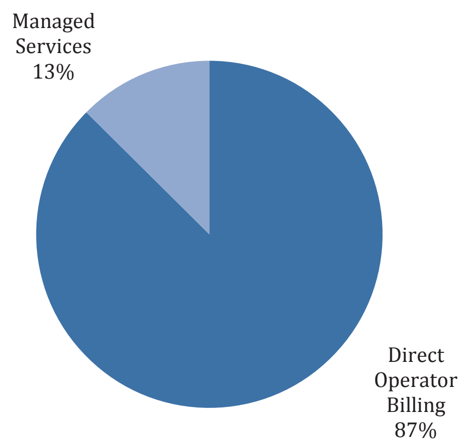
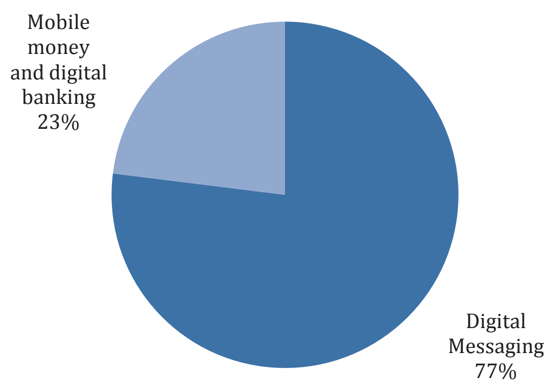


Figure 10: FY13 Revenue split Enterprise Mobility



Source: iSentric management

iSentric experienced a decline in revenue over the 18 months to 30 June 2013, with a fall of 13% in FY12 and 6% in FY13 (grossing up the six months ending 30 June 2013 to a full year estimate). This occurred due to increasing restrictions on the ability of companies to conduct marketing activities via SMS. The restrictions stem from a high number of complaints received from mobile consumers regarding unsolicited promotional and marketing messages. Additionally, there are also more rigorous requirements being imposed on companies around accepting subscriptions from customers. Now customers are required to opt into a service actively and conversely, businesses cannot automatically subscribe customers to their services. Since June 2013, revenue has recovered back to levels achieved in 2011 prior to the introduction of these restrictions.

Cost of sales has a significant fixed element that is comprised of network charges. This combined with the company increasing their technical staff expertise led to an increase in cost of sales against a declining revenue base in the six months ended June 2013.

Operating expenses increased over the 18 months to 30 June 2013 due to increases in Directors' fees, staff costs and rent. Comments on these key components of operating expenses are included below:

- Executive Directors' non-fee emoluments increased by 50% in FY12 and 90% in FY13 (grossing up the six months ended 30 June 2013 to a full year estimate) to bring them into line with market rates.
- Staff costs increased by 35% in FY12 and 6% in FY13 (grossing up the six months ended 30 June 2013 to a full year equivalent), Total Director and Staff costs have increased from 5% of revenue to approximately 10% of revenue. This is attributable to improving skill sets within the workforce and bringing wage levels into line with market rates.
- Rent expense increased by 42% in FY12 and 40% in FY13 (grossing up the six months ended 30 June 2013 to a full year estimate). The increase was partially attributable to the fact that the office premises were shared with another firm prior to FY12.

4.7. Financial Position

The audited statements of financial position for iSentric as at 31 December 2011, 31 December 2012 and 30 June 2013 are set out below.

Table 8: Statement of financial position of iSentric

	31 Dec 2011 $'000	31 Dec 2012 $'000	30 Jun 2013 $'000
Cash	228	526	548
Trade and other receivables	4,464	6,418	6,256
Fixed deposits	1,015	-	-
Other current assets	82	650	106
Total current assets	**5,788**	**7,594**	**6,910**
Property, plant & equipment	131	119	105
Development expenditure	121	138	275
Total non-current assets	**252**	**257**	**380**
Total assets	**6,041**	**7,851**	**7,290**
Trade payables	2,474	3,737	3,508
Other payables and accruals	49	619	228
Provision for taxation	-	-	9
Current liabilities	**2,522**	**4,356**	**3,745**
Deferred tax liabilities	32	-	-
Total non-current liabilities	**32**	**-**	**-**
Total liabilities	**2,554**	**4,357**	**3,745**
Net assets	**3,487**	**3,495**	**3,545**

Source: iSentric management

In relation to main movements we note:

- Surplus cash was invested in fixed deposits in 2011 but not subsequently.
- Trade receivables increased significantly in 2012 due to a change in the payment agreement with Celcom, a significant iSentric customer.
- Development expenditure increased in 2013 due to acquisition of new software and increased spend on research and development.
- Trade payable policy is to remit to suppliers when a remittance from a customer is received. Therefore, the trade payables have changed in line with the trade receivables from Celcom.
- iSentric paid dividends in 2012 and 2013, resulting in a lower increase in net assets than the reported net profit.

4.8. Capital Structure and Shareholders

As at the date of this report, iSentric was 100% owned by Donaco, a public company listed on the ASX. Significant shareholder blocks in Donaco as at 12 May 2014 were as set out below:

Table 9: Donaco's current shareholders

Shareholder	No. ordinary shares	% holding of ordinary shares
Lim Family and related parties	207,281,345	45.0%
Others	253,001,286	55.0%
Total Shares on Issue	**460,282,631**	**100.0%**

Source: Donaco

Note: The Lim Family and related parties' holding is comprised of Convent Fine Limited, Slim Twinkle Limited and Lim Keong Yew.

5. Profile of OMI

5.1. History

The following table sets out a brief history for OMI.

Table 10: History of OMI

Date	Event
12 October 2000	OMI listed on the ASX. The business owns technology in medical safety devices, particularly in relation to needles.
21 December 2009	Announced that RTI's legal action against OMI for allegedly utilising trade secrets and infringing their patent for the auto retractable safety syringes was successful with the jury awarding damages against OMI in the vicinity of US$3.8 million.
31 December 2010	Voluntary administrators appointed to OMI.
6 May 2010	OMI announces that it had entered into a Deed of Company Arrangement with Sun Biomedical Limited.
27 October 2010	Deed of Company Arrangement effected.
19 May 2011	OMI announces conditional heads of agreement with Consolidated African Resources Pty Ltd ("**CAR**") (now Starfield), to acquire entities which own tenure in Uganda with exploration licences that have been noted for occurrences of tin and tungsten. OMI agree to provide an interest free non-secured loan to CAR totalling $250,000. If the transaction did not go ahead, the loan would be converted into ordinary shares at a conversion price of $0.10 and OMI would have no right to repayment of the loan.
2 August 2011	OMI announced that it had been exhibiting its Sharpsafe needle cases in Europe and had received positive feedback. OMI also announced that it had invested in First Stop Money Ltd, a business specialising in the provision of short term cash advances. It had invested in a note with a face value of $250,000 at an interest rate of 13.8% per annum and a second note with a face value of $250,000 at an interest rate of 8.0% per annum. OMI also announced that it was still finalising due diligence and re-negotiating the terms of the CAR deal.
27 February 2012	The loan advanced by OMI to CAR was converted to CAR shares.
6 June 2012	OMI announces that it had secured the right to acquire 100% of the issued capital of Opirus Minerals Pty Ltd ("**Opirus**"), which held a number of flake graphite exploration projects in South Korea. OMI was to seek shareholder approval to proceed with the Acquisition.
21 June 2012	OMI announces that it is progressing with due diligence in relation to Opirus.
13 July 2012	Michael Brooks vacated his seat as a non-executive Director of the company.
6 September 2012	OMI lodged a prospectus with ASIC for the issue of up to 25 million shares at an issue price of $0.20 each to raise up to $5 million in relation to the Opirus transaction.
20 September 2012	OMI shares suspended.
24 October 2012	Negotiations with respect to OMI potentially acquiring all the ordinary shares in Opirus were announced to have ceased.
23 October 2013	Announced that OMI had entered into a Memorandum of Understanding with Purus Health and Medical Technologies Pty Ltd ("**Purus**"), a division of William Green (dental and medical manufacturer and supplier) to enter into a joint venture to undertake the commercialisation of the OMI Sharpesafe syringe and colour coded syringe piston.
9 May 2014	OMI entered into a Share Purchase Agreement to acquire iSentric from Donaco.

Source: OMI

5.2. Starfield

Starfield is a public unlisted company with a small-scale tin mining operation which is not currently cash flow positive. Starfield has assembled a portfolio of three exploration leases and one mining lease covering 104km^2 in the southern province of Uganda, approximately 80 km south of the capital Kampala. Uganda is considered a stable African country with significant overseas investment beginning to flow in for oil and gas and mining projects.

Since the grant of a 30km^2 mining lease in September 2012, Starfield has established a tin mining cooperative that commenced small scale mining in early 2013 from several areas across the licence. Starfield is currently exporting quantities of cassiterite (tin oxide) via an off-take agreement with SKAPA Mining and Trading, a European metals trading firm, which is in place for up to 100 tonnes per month. The cassiterite produced at the mine is at a grade of 70% tin which is at the premium end of global production. Additionally, there is upside potential from the three exploration leases. Recent pit sampling confirms historical data of the presence of potentially economic quantities of alluvial tin.

Starfield is anticipating that it will be able to undertake a staged expansion which will deliver ~90 tonnes of cassiterite per month by mid-2016 generating circa $10.3 million EBITDA per annum (assuming that it is fully funded). Starfield is currently seeking a minimum of $3,000,000 to fund further exploration, plant and equipment (to increase the mechanisation of the mining process), project review, business development, land access and working capital.

As noted above OMI provided an interest free non-secured convertible loan to Starfield, which was converted into 2,500,000 shares in February 2012. We have also been advised by Starfield that they issued OMI with an additional 500,000 shares in consideration for time and effort in developing the proposal. The investment in Starfield is recorded in OMI's 2013 annual report at $340,663 which comprises the $250,000 investment they made plus $90,663 in legal and consulting fees incurred as part of the CAR transaction.

5.3. OMI Sharpsafe

OMI previously developed and marketed safety engineered medical devices. It owned rights to the OMI Sharpsafe medical syringe container which is particularly relevant for needle exchange programs. OMI Sharpsafe differentiated itself from other medical syringe containers in that the design does not allow access to a new syringe until a used syringe has been returned to the container. The OMI Sharpsafe product typically holds between two to ten conventional syringes and syringes with a needle stick prevention device. The inlet of the container is restricted such that it only allows syringes to be inserted through that inlet. This reduces the likelihood of success of a person attempting to insert an object other than a syringe to try and gain access to a new syringe. If a user does attempt to prise open the container, a snap mechanism is triggers and all syringes contained in the container are rendered inoperative.

In October 2013, OMI announced that it had entered into a Memorandum of Understanding with Purus to enter into a joint venture to undertake the commercialisation of the OMI Sharpsafe syringe and colour coded syringe piston. It should be noted that the agreement with Purus has since been terminated and that OMI has also opted not to renew the Sharpsafe patent.

5.4. Management and Personnel

The board and key management personnel of OMI include:

Table 11: Key management of OMI

Key personnel	Experience
Terry Cuthbertson Independent Non-Executive Chairman	Terry is Chairman of Montec International Limited, Austpac Resources N.L., My Net Fone Limited, South American Iron & Steel Corporation Limited and Malachite Resources Limited. Terry is also a Director of Mint Wireless Limited, Sun Biomedical Limited and was formerly a partner of KPMG Corporate Finance.
Gary Stewart Independent Non-Executive Director/Company Secretary	Gary is the Company Secretary of Mint Wireless Limited and has been a Director of publicly listed companies in Australia and the USA. Gary is also a solicitor of the Supreme Court of NSW and practices as a Corporate Lawyer with Churchill Lawyers in Sydney.
Michael Doery Independent Non-Executive Director	Michael was until recently CEO and MD of ASX listed Service Stream Limited. He is Managing Director of and Viatek Holdings Pty Ltd, Chairman of the Australian Drug Foundation and President of Point Lonsdale Surf Lifesaving Club. Prior to this Michael had 24 years' experience at KPMG including 14 years as a Partner.

Source: OMI

5.5. Financial Performance

The audited statement of financial performance for OMI for the years ended 30 June 2013 and 30 June 2012 is set out below.

Table 12: OMI's audited statement of financial performance

For the year ended 30 June	2012 $	2013 $
Revenue	71,521	30,334
Amortisation	(14,286)	(7,143)
Legal fees	(85,713)	(261,861)
General expenses	(415,939)	(435,174)
Administration costs	(46,298)	(45,663)
Finance costs	(44)	(221)
Loss before and after tax	**(490,759)**	**(719,728)**

Source: OMI

In relation to the financial performance of OMI we note:

- Revenue is currently all derived from interest earned on cash and convertible notes held by the company.
- Amortisation relates to the investment in Sharpsafe which is being amortised over a seven year period.
- Legal fees have been predominantly related to the proposed transaction with Opirus with approximately $65,000 incurred in FY2012 and $237,000 in FY2013.
- General expenses relate to items such as accounting, consulting, professional fees, audit, ASX, ASIC, registry, company secretarial, directors fees and insurance. It should be noted that registry fees increased significantly from approximately $22,000 in FY2012 to $137,000 in FY2013. Additionally, there was significant consulting and professional fees incurred (approximately $204,000 in FY2012 and $68,000 in FY13).
- Administration costs predominantly relate to printing, travel and rent.

5.6. Financial Position

The unaudited statement of financial position for OMI as at 31 March 2014 is set out below.

Table 13: OMI's statement of financial position

As at 31 March 2014	$
Cash	468,900
Other assets	13,133
Total current assets	**482,034**
Investment in Starfield	340,663
Sharpsafe	23,213
Total non-current assets	**363,877**
Convertible notes[1]	600,000
Other liabilities	109,004
Total liabilities	**709,004**
Net assets	**136,906**

Source: OMI

Note:
1. Assumed that $600,000 of convertible notes will be issued. The issue of convertible notes is subject to shareholder approval. It is intended that the convertible notes will be issued immediately following the OMI shareholder meeting to approve the transaction.

OMI's assets are mostly comprised of cash at bank and its investment in Starfield.

5.7. Convertible Notes

OMI has recently received funds in anticipation of the proposed issue of convertible notes outlined in the Transaction Implementation Deed. Subject to shareholder approval, OMI intends to issue 600 convertible notes to sophisticated and professional investors to raise $600,000. These convertible notes will be issued immediately following the OMI shareholder meeting to approve the transaction.

The funds will be utilised to provide the company with sufficient working capital to cover the costs of the transaction. Key terms of the notes are outlined below:

- Issue price of $1,000 per convertible note;
- Interest rate of 12% per annum or 15% per annum following any extension of the Maturity Date;
- Maturity Date: six months from the date of any Convertible Note Subscription Agreement, with an option for OMI to extend the date by a further three months;
- Conversion Price: $0.20 (on a post-consolidation basis);
- Only the principal outstanding on the conversion date shall be convertible; and
- Notes are convertible at the election of OMI upon ASX providing written notice of conditional approval to the re-instatement of OMI's securities to quotation on the Official List of the ASX, and OMI informing the note-holder that the acquisition of iSentric is unconditional.

Each convertible note has an option to acquire one share in OMI for each share issued on the conversion of a convertible note on the following terms:

- Each option allows the holder to acquire one ordinary fully paid share in OMI;
- The option has an expiry date that is 36 months from OMI's shares being re-admitted to quotation on the Official List of the ASX;
- Exercise price: $0.20 (on a post-consolidation basis); and
- The option shall not be quoted on the ASX.

Therefore, if OMI elects to convert all of the convertible notes, that would result in an additional 3 million OMI shares being issued. It would also trigger the issue of 3 million options over unissued OMI shares exercisable at $0.20.

5.8. Equity Capital

OMI has 14,134,977 fully paid ordinary shares on issue as at the date of this report. It is proposed that OMI's share capital will be consolidated on a ratio of approximately 3.77 to 1 basis. Post consolidation, OMI will have 3,750,000 shares on issue.

The following table sets out details of OMI's main shareholders as at the date of this report prior to the share consolidation (and before taking into account any conversion of convertible notes):

Table 14: OMI's significant shareholders

Shareholder	Number of shares ('000)	% held
Fullerton Private Capital Pty Limited	1,194,200	8.4
Norfolk Enchants Pty Ltd (Trojan Retirement Fund A/c)	958,334	6.8
Andrew and Sally McMillan	800,945	5.7
Klip Pty Ltd (Beirne Super Fund A/c)	762,500	5.4
Other shareholders	**10,418,998**	**73.7**
Total	**14,134,977**	**100.0**

Source: OMI

The table above highlights there are four significant shareholders in OMI. If the Proposed Transaction is approved, OMI's four largest shareholders would have their combined holdings diluted below 3% in the combined entity. OMI would have a new significant shareholder, Lim Keong Yew (and his related parties) as set out in the following table:

Table 15: OMI's significant shareholders if Proposed Transaction proceeds

	$1m capital raising, no participation[1]		$2m capital raising, $1m participation[2]	
Shareholder	Number of shares ('000)	% held	Number of shares ('000)	% held
Lim Keong Yew	27,020,096	37.7%	32,020,096	41.7%
Other shareholders	44,729,904	62.3%	44,729,904	58.3%
Total	**71,750,000**	**100.0%**	**76,750,000**	**100.0%**

Source: Leadenhall analysis
Note:
1. Assumes no participation by Lim Keong Yew and/or his related parties in the capital raising.
2. Assumes $1 million participation by Lim Keong Yew and/or his related parties in the capital raising.
3. The percentages cited above assume that the consolidation of OMI share capital proceeds.
4. Shareholding percentages are shown post conversion of convertible notes but before the exercise of the associated options.
5. Shareholding percentages reflect distribution of the OMI shares from Convent Fine and Slim Twinkle to Lim Keong Yew.
6. Donaco completes the in specie distribution of OMI shares to its shareholders

5.9. Share Price Performance

OMI's shares have not traded since they were suspended on 20 September 2012 and as such an analysis of its share price performance is not relevant.

6. Valuation Methodology

6.1. Available Valuation Methodologies

To estimate the Fair Market Value of OMI before and after the Proposed Transaction we have considered common market practice and the valuation methodologies recommended in RG 111. There are a number of methods that can be used to value a business including:

- the discounted cash flow method;
- the capitalisation of earnings method;
- asset based methods;
- analysis of share market trading; and
- industry specific rules of thumb.

Each of these methods is appropriate in certain circumstances and often more than one approach is applied, at least as a secondary cross-check to a primary method. The choice of methods depends on factors such as the nature of the business being valued, the return on the assets employed in the business, the valuation methodologies usually applied to value such businesses and the availability of the required information. A detailed description of these methods and when they are appropriate is provided in Appendix 3.

6.2. Selection of Valuation Methodologies – OMI

In selecting an appropriate valuation methodology to value OMI we have considered the following factors:

- OMI does not have any significant ongoing business, thus the discounted cash flow and capitalisation of earnings approaches are not relevant;
- market trading in OMI's shares has been suspended for some time, thus an analysis of share market trading is not a reliable valuation method for OMI; and
- OMI's main assets are cash and an interest in Starfield. These assets are understood and can be valued.

Accordingly, we are of the opinion that the most appropriate methodology to value OMI is an asset based method.

6.3. Selection of Valuation Methodologies – iSentric

In selecting an appropriate valuation methodology to value iSentric we have considered the following factors:

- there are a number of publicly traded companies that have activities that are comparable to iSentric. Thus a capitalisation of earnings approach is suitable;
- we do not have long term cash flow forecasts for iSentric, making a discounted cash flow analysis no more informative than a capitalisation of earnings approach;
- iSentric is a service business, not an asset based business, thus an asset based approach is not relevant;
- the only recent transaction in iSentric's shares was its acquisition by Donaco in 2013; and
- we are not aware of any industry specific rules of thumb.

Accordingly, we are of the opinion that the most appropriate methodology to value iSentric is the capitalisation of earnings analysis method. We have cross-checked the result of this approach by comparison with the price paid by Donaco for iSentric.

7. Valuation of OMI

7.1. Background

We have assessed the Fair Market Value of OMI (on a stand-alone basis before the Proposed Transaction) using the net assets on a going concern basis method.

7.2. Net Asset Approach

We set out below our assessment of the current Fair Market Value of OMI, based on the net asset approach.

Table 16: Net asset based valuation of OMI

	Low $'000	High $'000
Cash	319	319
Investment in Starfield	150	150
Listed shell	750	1,000
Other assets and liabilities	(696)	(696)
Value of 100% of issued equity on a control basis	**523**	**773**
Divided by: Total number of shares ('000)	3,750	3,750
Value per share on a control basis (cents)	**13.9**	**20.6**

Source: Leadenhall analysis

The Fair Market Values of each of the net assets owned by OMI are discussed below.

Cash

As at 31 March 2014 OMI had cash of $468,900. If the transaction does not proceed, there will be approximately $150,000 of costs that will be incurred which predominantly relate to legal and compliance fees. Therefore a net cash amount of $318,900 has been included in the valuation.

Investment in Starfield

In August/September 2013, Starfield issued 10,963,000 at $0.05 per share and raised $548,150. The funds were sourced from approximately ten existing Starfield shareholders out of a total of 70 shareholders. As Starfield shareholders are informed about Starfield and not all shareholders chose to participate in the capital raising, it is reasonable to assume that $0.05 is at the upper end of a reasonable range for the fair market value of a Starfield share. As the risk to OMI's shareholders in approving the Proposed Transaction is undervaluing the existing OMI assets, we have adopted a Fair Market Value of $0.05 per share on the basis that this represents the upper end of a reasonable value range. Therefore OMI's 3,000,000 shares in Starfield have been valued at a total of $150,000.

Sharpsafe

As OMI has not renewed its patent and is not actively pursuing a business around the Sharpsafe product, no value has been attributed to it.

Listed shell

As well as the assets presented in its financial statements, the other significant asset of OMI is its stock exchange listing on the ASX, which provides shareholder value as a vehicle for a backdoor listing. Based on recent discussions we have had with stock brokers and insolvency professionals, we understand the typical value for a listed shell company is in the range of $0.5 million to $1.5 million. We have assessed the value of OMI's shell to be $0.75 million to $1.0 million, towards the lower end of this range, due to the fact that it is currently suspended and does not have the required spread of shareholders, making a backdoor listing transaction more costly and more risky than it might be with an alternative shell company.

As a cross-check to our valuation conclusion we have considered the costs that would be saved by using OMI for a backdoor listing, compared to undertaking an Initial Public Offering ("**IPO**"). The cost of an IPO depends on a number of factors, including the nature of the business, the amount of capital raised and the state of the market at the time of the IPO. Various surveys report on the cost of an IPO, including a report by Ernst & Young which suggests a range of 4% to 7% for IPOs of $20 million to $40 million with a higher percentage at the lower end, due to the fixed costs associated with an IPO. This range is consistent with our assessment of the shell value of OMI.

Other assets and liabilities

OMI's other assets and liabilities had a book value of approximately negative $695,870 as at 31 March 2014. This predominantly relates to amounts subscribed for the convertible notes of $600,000. We have been advised that OMI intends to refund the additional $95,000 that has been raised to date.

Shares outstanding

OMI will have 3,750,000 shares on issue on a post consolidated basis. As the proposed capital raising of $1 million to $2 million will not take place unless the Proposed Transaction is approved, we have not adjusted the number of shares outstanding for the capital raising. We have assumed OMI will only choose to convert the convertible notes if the Proposed Transaction is approved and therefore we have treated the convertible notes as debt.

Premium for control

A premium for control can be defined as an amount or a percentage by which the pro-rata value of a controlling interest exceeds the pro-rata value of a non-controlling interest in a business enterprise, to reflect the power of control. The requirement for an explicit valuation adjustment for a premium for control depends on the valuation methodology and approach adopted. This valuation is based on the net assets approach, which is premised on the ability to control the assets of an entity and therefore incorporates any relevant premium for control. Thus no further adjustment is required.

8. Valuation of iSentric

8.1. Background

Introduction

We have applied the capitalisation of maintainable earnings methodology as our primary valuation methodology in determining the Fair Market Value of iSentric. The capitalisation of maintainable earnings methodology requires:

- an assessment of future maintainable earnings;
- selection of an appropriate multiple;
- analysis of net debt and surplus assets; and
- consideration of a control premium.

These are discussed below.

Assessment of maintainable earnings

The first step in analysing future maintainable earnings is to determine a level of earnings to be capitalised for valuation purposes. We have selected EBIT as the most appropriate measure of earnings for iSentric. EBIT is a profit measure that can be used to assess the financial performance of a company before taking account of its level of debt and tax position, but after allowing for differences in capital intensity between otherwise similar companies as it includes the impact of capital expenditure through depreciation expense. In selecting a future maintainable level of EBIT for iSentric we have considered its historical financial performance and the budgeted result for FY14 as follows:

Table 17: Maintainable EBIT for iSentric

	FY11	FY12	FY13[1]	FY14B[2]	Maintainable
Actual EBIT (RM '000s)	2,472	2,956	1,329	3,161	
Adjustments					
Full year of new contract[3]	1,000	1,000	1,000	715	
Lao Cai contract[4]	720	720	720	720	
Way to Bet[5]	250	250	250	250	
Normalised EBIT	4,442	4,926	3,299	4,846	4,500

Source: Leadenhall analysis

Notes:

1. FY13 EBIT figure estimated by multiplying actual results for 6 months to 30 June 2013 by two. It is an estimate only and does not reflect the actual performance of iSentric over the FY13 period.
2. FY11 and FY12 are December year ends, FY13, and FY14 are June year ends. FY14B is based on eight months of actual results and four months of budgeted results.
3. Part way through FY14 iSentric signed a major contract with a new customer. This contract is in place for a 12 month duration and is renewable on an annual basis (in line with other similar contracts). This is expected to generate an annual EBIT of at least RM1 million. Approximately RM285,000 is included in the FY14 budget.
4. iSentric has been providing services to Lao Cai (a Donaco—related business) which it has not been charging for. Following the Proposed Transaction, iSentric will charge a market rate for these services. iSentric has recently signed a contract providing for revenue of RM60,000 per month. As the costs are already being incurred, EBIT will increase by RM720,000 per year (being 12 months revenue).
5. iSentric has been providing services to Way to Bet (a Donaco-related business) which it has not been charging for. Following the Proposed Transaction, iSentric will charge a market rate for these services. iSentric has recently agreed terms for this contract which will be equivalent to A$82,400 per annum (approximately RM250,000 per annum)

In selecting a maintainable EBIT for iSentric we have considered the following:

- iSentric's EBIT grew in FY12 but in the 6 months to FY13 on an annualised basis, EBIT has decreased significantly, to be less than 50% of the FY12 result. As discussed in Section 4.5 above, this decrease was due to increasing restrictions on iSentric's operations which have been imposed by Malaysian regulatory bodies.
- iSentric's management has prepared a forecast for FY14, incorporating eight months of actual results (July 2013 to February 2014) and four months of forecast (March to June 2014). The forecast shows significant growth against FY13.
- The 8 months of actuals comprises two-thirds of a full year so provides an increased level of comfort for the FY14B forecast.
- iSentric's has strong growth prospects going forward, including growing its new business, mobilitygames and expanding into new geographies such as Indonesia, Thailand and Vietnam. We also understand that iSentric is reviewing the potential to undertake a selection of earnings per share positive acquisitions which could provide another source of growth.
- No broker analysts provide forecasts for iSentric as part of Donaco.

As a result of the considerations above, we have selected a maintainable EBIT for iSentric of RM4.5 million for valuation purposes.

Selection of multiples

To determine the Fair Market Value of iSentric it is necessary to determine an appropriate multiple to apply to the selected level of EBIT. In determining this multiple we have had regard to multiples implied by the market prices of companies with similar activities to iSentric as set out in the tables below.

Table 18: EBIT multiples of comparable companies based on market trading

Company	Country	Enterprise Value A$m[1]	Historical	Current	Forecast
Malaysia domiciled					
Macromac Plc	Listed UK	71	25.0	26.8	20.1
Nexgram Holdings Berhad	Malaysia	40	26.4	20.9	n/a
M-Mode Bhd.	Malaysia	20	6.7	6.1	n/a
MNC Wireless Bhd.	Malaysia	13	n/m	n/m	n/a
M3 Technologies (Asia) Bhd.	Malaysia	12	3.2	26.4	n/a
mTouche Technology Bhd.	Malaysia	11	6.2	n/a	n/a
Australian listed					
Eservglobal Limited	Australia	202	n/m	n/m	51.2
Mint Wireless Limited	Australia	117	n/m	n/m	n/m
Mobile Embrace Limited	Australia	73	n/m	9.9	2.2
Zingmobile Group Limited	Singapore domiciled	6	8.7	9.8	n/a
Other					
NAVER Corp.	South Korea	28,541	47.0	57.0	35.0
ACI Worldwide, Inc.	US	3,222	30.3	21.2	18.4
NQ Mobile, Inc.	Listed US/Based China	644	358.7	n/m	8.7
Ateam Inc.	Japan	504	27.4	19.3	23.1
Rentabiliweb Group SA	Belgium	280	92.3	41.7	19.1
Mono Technology Co. Ltd.	Thailand	269	14.1	18.7	14.9
M-Up, Inc.	Japan	44	6.3	6.3	n/a
PNI Digital Media Inc.	Canada	40	n/m	n/m	9.8
J-Stream Inc.	Japan	42	13.2	13.2	n/a
Dalet SA	France	30	11.1	1.3	n/a
Megasoft Limited	India	17	10.2	6.6	n/a
BD Multimedia SA	France	11	5.7	20.2	n/a
asknet AG	Germany	11	34.1	40.6	n/a
Jorudan Co., Ltd.	Japan	9	0.8	1.0	n/a
Fonfun, Inc.	Japan	3	3.3	6.1	n/a
RAM Informatics Ltd.	India	1	nm	47.1	n/a
Median Malaysia			**6.7**	**23.6**	**20.1**
Median Australia			**8.7**	**9.8**	**26.7**
Median Other			**13.7**	**19.0**	**18.4**
Median All			**12.2**	**19.0**	**18.7**

Source: Factset
Notes:
1. Enterprise value and spot exchange rates as at 22 April 2014 as sourced from Factset.
2. "n/m" not meaningful
3. "n/a" not available due to forecasts not being available

In relation to the above trading multiples we note:

- The multiples set out in Table 18 above are based on market trading on a minority basis and therefore do not include the impact of a control premium.
- There is a diverse range of EBIT multiples for the Australian and Malaysian companies ranging from 3.2x to 26.4x in the historical year and 6.1x to 26.8x on the current year.

- The median EBIT multiple for Malaysian based companies is 6.7x for the historical year and 23.6x for the current year. In comparison, the median EBIT multiples for Australia are 8.7x and 9.8x respectively.
- For companies based in other jurisdictions, the range is even broader. This may be due to various factors including levels of risk, regulatory regimes, tax environments, operations and outlook for the various companies. The median EBIT multiple for companies in other jurisdictions is between the Malaysian and Australian medians at 13.7x for the historical year and 19.0x for the current year.
- If multiples over 30.0x are excluded, the median for all companies is 8.7x for the historical year and 11.5x for the current year.
- Small companies typically trade at lower multiples than large companies due to increased risk, typically shallower management and reduced market liquidity. This trend is generally consistent with the data presented above.

The multiples implied by the acquisition of companies with similar activities to iSentric are outlined in the table below:

Table 19: Transaction multiples of comparable companies

Date	Target	Acquirer	Enterprise Value (m)	Currency	Implied EBIT Multiple
2010	Sybase	SAP	5,346.0	US$	17.0
2011	FUNDtech	GTCR Golder Rauner	344.4	US$	24.5
2012	eBworx	Hitachi	59.6	US$	15.5
2013	iSentric	Donaco	8.5	A$	9.2
	Median				**16.3**

Sources: Factset, press releases and company financial reports

In relation to the above transaction multiples we note:

- The multiples set out in Table 19 are transaction multiples for controlling stakes in the acquired company and therefore include a premium for control.
- The first three transactions are for enterprise values considerably greater than that of iSentric.
- The acquisition of iSentric by Donaco excludes consideration paid for iSentric Australia which is a related party of iSentric ($0.25m was paid for iSentric Australia). It was envisaged that iSentric would deliver technical expertise in relation to Donaco's gaming assets as well as in the field of mobile betting.
- The Sybase, FUNDtech and eBworx acquisitions all incorporated significant synergies:
  - The SAP acquisition of Sybase was anticipated to accelerate the reach of SAP's solutions across mobile platforms and allow Sybase to improve its analytic processing capabilities by leveraging SAP's technology.
  - Hitachi anticipated that it would be able to facilitate the expansion of eBworx in South East Asia.
  - GTCR, a private equity firm combined Fundtech with GTCR's portfolio company, BankServ, to create an enlarged presence in the market for payments and banking technology delivered to financial institutions and corporations.
- Fair Market Value does not include the value of synergies. The transactions above may have involved considerations that were above Fair Market Value due to the presence of anticipated synergies.
- There are risks involved in applying transaction multiples from other regions and applying them to Australian listed companies.

In selecting a suitable multiple for iSentric, we have considered the following:

- The minimum current trading EBIT multiple for a listed company based in Malaysia or Australia as set out in Table 18 is 6.1 times. The median of current trading multiple for this group is 15.4 times with the median of Australian companies at 9.8x.
- The transaction multiples as set out in Table 19 range from 9.2 to 24.5 times. The relevant multiple for iSentric will be at the lower end of this range due to the fact that Fair Market Value should exclude the value of any synergies.

- The earnings history of iSentric has been mixed, with a decline in earnings over 2012 and 2013 before a recovery in 2014.
- iSentric is smaller compared to most of its comparable companies and as such a lower multiple should be attributed to it.

Based on these considerations we have selected an EBIT multiple to apply to our selected maintainable EBIT for iSentric in the range of 8.0 to 10.0 times.

Net cash

iSentric's actual net cash position as at 28 February 2014, is RM2,903,000. This is not expected to change materially up to completion of the Proposed Transaction.

Surplus assets

Surplus assets are those assets held by the company that do not contribute to its projected cash flows. We have not identified any surplus assets of iSentric.

Control premium

A premium for control can be defined as an amount or a percentage by which the pro-rata value of a controlling interest exceeds the pro-rata value of a non-controlling interest in an entity. The owner of a controlling interest has the ability to do many things that the owner of a minority interest does not. These include:

- control the cash flows of the company, such as dividends, capital expenditure and compensation of directors;
- determine the strategy and policy of the company;
- make acquisitions, or divest operations; and
- control the composition of the board of directors.

The requirement for an explicit valuation adjustment for a premium for control depends on the valuation methodology and approach adopted. As we are valuing iSentric on a minority basis, the addition of a control premium is not appropriate.

Valuation conclusion

Based on the analysis above, we have estimated the Fair Market Value of iSentric to be in the range of $13.0 million to $16.0 million on a minority basis as set out below:

Table 20: Valuation of iSentric on a minority basis

	RM ('000)	
	Low	**High**
Future maintainable earnings (EBIT)	4,500	4,500
Earnings Multiple	8.0	10.0
Enterprise Value	**36,000**	**45,000**
Surplus Assets	-	-
Net Cash	2,903	2,903
Equity Value (100% on a minority basis)	**38,903**	**47,903**
Exchange rate RM:A$ (30 May 2014)	2.991	2.991
Equity Value (A$'000)	**13,007**	**16,016**

Sources: iSentric and Leadenhall analysis

8.2. Conclusion

The valuation of iSentric derived using the capitalisation of future maintainable earnings method is $13.0 million to $16.0 million on a minority basis.

We consider this to be a reasonable outcome given the significant improvement in the earnings of the business over this period, as set out in Table 17 above. Since June 2013, iSentric's earnings have recovered from the declines experienced due to regulatory changes over 2012 and 2013, back to the levels it achieved in 2011. In addition, the company has secured one new contract and formalised two further contracts with Donaco related entities where services were previously provided for free. These contracts will contribute significantly to the earnings of iSentric going forward.

9. Valuation of Proposed Merged Entity

9.1. Background

We have determined the Fair Market Value of a share in the Proposed Merged Entity using the sum of the parts method, with the value of iSentric based on capitalisation of future maintainable earnings analysis set out in Section 8 above. This assessment has been made on a minority interest basis (i.e. excluding a control premium) as OMI's existing shareholders would be minority shareholders in the Proposed Merged Entity.

9.2. Sum of the Parts Valuation

We set out below our assessment of the Fair Market Value of a share in the Proposed Merged Entity.

Table 21: Sum of the parts valuation of Proposed Merged Entity

	Low $'000	High $'000
iSentric (100% on a minority basis)	13,007	16,016
Cash	2,069	2,069
Investment in Starfield	150	150
Other assets and liabilities	(96)	(96)
Options	(271)	(315)
Value of 100% of issued shares on a minority interest basis	14,859	17,823
Divided by: Total number of shares ('000)	76,750	76,750
Value per share (cents)	**19.4**	**23.2**

Source: Leadenhall analysis

We discuss each of the components of the Proposed Merged Entity below.

iSentric

In Section 8 above we valued 100% of the equity in iSentric at $13.0 million to $16.0 million on a minority basis. As OMI will own all of the equity in iSentric after the Proposed Transaction, with no contingent claims on equity outstanding, we have included this full amount in the assessed Fair Market Value of the Proposed Merged Entity.

Cash

OMI currently has cash of $468,900. The cash presently held by iSentric is captured in the iSentric valuation above, thus this cash is not included here to avoid double counting.

Cash has been adjusted downwards in the amount of $400,000 representing the estimated total costs of the transaction including broker costs, legal fees, ASX listing costs, registry and printing costs. The total cost amount is comprised of:

- $150,000, representing costs that will be incurred if the transaction does not proceed and OMI remains a standalone company; and
- $250,000 representing additional costs that will be incurred if the transaction is approved by shareholders.

Cash has been adjusted upwards for an assumed capital raising of $2,000,000. The actual amount of cash raised will depend on the size of the proposed OMI capital raising.

The net amount of cash is approximately $2,069,000.

Investment in Starfield

This investment is described in Section 7 above and has been reflected at the same value.

Sharpsafe

As described in section 7, OMI has not renewed its patent and is not actively pursuing a business around the Sharpsafe product, no value has been attributed to it.

Listed shell

We believe that once the Proposed Transaction has been completed OMI would lose its value as a potential shell company. Thus in valuing the Proposed Merged Entity this component of OMI's stand-alone value has been excluded.

Other assets and liabilities

OMI's other assets and liabilities had a book value of approximately negative $696,000 as at 31 March 2014. This includes $600,000 of convertible note debt. We have been informed that the Directors of OMI intend to convert the notes into ordinary OMI shares following the Proposed Transaction. This leaves $96,000 of other liabilities following conversion.

Options

Following conversion of the convertible notes, OMI will issue options to subscribe for 3 million ordinary OMI shares, with an exercise price of $0.20. We have valued these options at $0.09 to $0.11 each using a standard Black-Scholes option pricing model.

Shares outstanding

Assuming the share consolidation but prior to the conversion of convertible notes and the proposed capital raising, immediately following the Proposed Transaction, OMI would have 63.7 million ordinary shares on issue. A further 3 million ordinary OMI shares will be issued on conversion of the convertible notes, and a further 10 million ordinary OMI shares will be issued assuming a $2.0 million capital raising making a total of 76.7 million shares.

10. Evaluation

10.1. Fairness

In order to assess whether the Proposed Transaction is fair we have compared:

- our assessed Fair Market Value of an OMI share before the Proposed Transaction on a control basis (i.e. including a control premium); with
- our assessed Fair Market Value of a share in the Proposed Merged Entity (i.e. OMI plus iSentric after the Proposed Transaction), on a minority interest basis.

This comparison is set out in Table 22 below.

Table 22: Assessment of fairness

		Low Cents	High cents
Fair Market Value of an OMI share	(Section 7.2)	13.9	20.6
Fair Market Value of a Proposed Merged Entity share	(Section 9.2)	19.4	23.2

Source: Leadenhall analysis

Since the value of an OMI share before the Proposed Transaction (on a control basis) is below the value of a share in the Proposed Merged Entity (on a minority basis) the Proposed Transaction is fair to OMI's shareholders.

10.2. Reasonableness

We have defined the Proposed Transaction as reasonable if it is fair, or if despite not being fair, there are sufficient reasons for OMI's shareholders to vote for the proposal. We have considered the following advantages and disadvantages of the Proposed Transaction to shareholders.

Advantages

We set out below the main advantages to shareholders of approving the Proposed Transaction:

Reinstatement to ASX quotation
If the Proposed Transaction is not completed, it is likely that OMI shares would continue to be suspended from ASX quotation. If the Proposed Transaction is completed it is likely that OMI shares would be reinstated to ASX quotation which provides liquidity and therefore an opportunity to realise value of the shares in OMI for existing shareholders.

The Proposed Merged Entity will have an enlarged operating business
On a standalone basis OMI has no material operating business and has to meet the compliance and administration costs of maintaining a listed company from shareholders' funds. This represents an on-going expense of approximately $500,000 per year. The company is therefore likely to continue to record losses if a transformational transaction such as the Proposed Transaction is not completed. The acquisition of iSentric would provide OMI with a profitable operating business to contribute to the costs of maintaining a listed company.

Potential acquisitions
We understand that iSentric is considering expanding via a number of potential acquisitions which are expected to be earnings per share accretive. For shareholders in OMI, this would mean that their investment may return a higher level of earnings as well as deliver increased scale and growth opportunities.

No alternatives
We are not aware of any alternative offers for OMI. Other than a similar 'backdoor listing' transaction we consider the probability of an alternative transaction to be low.

Disadvantages

We set out below the main disadvantages to shareholders of approving the Proposed Transaction:

Different risk profile
OMI is currently an investor in a tin mine in Uganda, whereas iSentric operates in the mobile services sector in Malaysia. The risk profiles of these two activities are very different from one another. OMI's shareholders may have bought OMI shares due to a preference for the existing specific risk / reward profile offered by OMI and may not want the risk / reward profile offered by an investment in iSentric.

Shareholders will lose control of OMI
After the Proposed Transaction Lim Keong Yew and his related parties will hold approximately 41.7% of the ordinary shares outstanding in OMI, assuming a $2 million capital raising and Lim Keong Yew and/or his associates subscribing for $1 million in the capital raising. Meanwhile, existing OMI shareholders will own approximately 4.9% of the combined entity. This assumes conversion of the convertible notes but no exercise of the related options. Lim Keong Yew and his related parties may not act in the interests of OMI's other shareholders.

Conclusion on reasonableness

As the Proposed Transaction is fair it is also reasonable.

10.3. Opinion

The Proposed Transaction is fair and reasonable to shareholders.

An individual shareholder's decision in relation to the Proposed Transaction may be influenced by their own particular circumstances. If in doubt, the shareholder should consult an independent financial adviser.

Appendix 1: Glossary

Table 23: Glossary

Term	Meaning
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
CAGR	Compound Annual Growth Rate
CAR	Consolidated African Resources Pty Ltd
Corporations Act	The Corporations Act 2001
Donaco	Donaco International Limited
EBIT	Earnings before interest and tax
Fair Market Value	The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms' length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts
FOS	Financial Ombudsman Service
FSG	Financial Services Guide
FY	Financial year
IPO	Initial Public Offering
iSentric	iSentric SDN BHD
Item 7	Item 7 of Section 611 of the Corporations Act
Leadenhall	Leadenhall Corporate Advisory Pty Ltd
MCMC	Malaysian Communications & Multimedia Commission
MMS	Multimedia Messaging Service
MVNO	Mobile Virtual Network Operator
NFC	Near Field Communication
NPAT	Net profit after tax
OMI	OMI Holdings Limited
Opirus	Opirus Minerals Pty Ltd
Proposed Merged Entity	The merged entity comprising 100% of OMI and iSentric after the Proposed Transaction
Proposed Transaction	The acquisition of 100% of the equity in iSentric by OMI
Purus	Purus Health and Medical Technologies Pty Ltd
RG 74	Regulatory Guide 74: Acquisitions Approved by Members
RG111	Regulatory Guide 111: Content of Expert Reports
RM	Malaysian Ringgit
Section 606	Section 606 of the Corporations Act 2001
SMS	Short Messaging Service
Starfield	Starfield Metals Limited
SWOT	Strengths, weaknesses, opportunities and threats
USSD	Unstructured Supplementary Service Data
WAP	Wireless Application Protocol

Appendix 2: Sources of Information

In preparing this report we have had access to the following principal sources of information:

- Financial Statements for OMI (FY11-FY13)
- OMI balance sheet as at 31 December 2013 (sourced from Half Year Accounts ending 31 December 2013)
- OMI management accounts as at 31 March 2014
- Various ASX announcements for OMI
- OMI shareholding information
- Starfield shareholding information
- Financial Statements for iSentric (FY12-FY13)
- iSentric balance sheet as at February 2014
- iSentric Business Plan for FY14
- Various presentations provided by iSentric
- Donaco shareholding information
- Various ASX announcements for Donaco
- Macromac plc placement and admission document to trading on AIM
- Broker research
- Mobile Money for the Unbanked, State of the Industry 2013, GSMA
- McKinsey on Society. Mobile money: Getting to scale in emerging markets
- M-Money: Financial sector and top OTT players taking the lead, Delta Partners May 2012
- KPMG Serving the underserved market
- http://mcmc.gov.my/Sectors/Celco/Mobile-Content-Services.aspx
- http://www.kpmg.com/global/en/services/tax/tax-tools-and-resources/pages/corporate-tax-rates-table.aspx
- http://www.hitachi.com.sg/about/press/docs/20120920.pdf
- http://online.wsj.com/news/articles/SB10001424052748703339304575240661436737610
- http://m3tech.com.my/our-profile.php
- http://www.nextnationnet.com/
- http://www.mmode.com.my/digital-contents-services
- http://www.macrokiosk.com/assets/pdf/MACROKIOSK-CaseStudy-mssql.pdf
- http://en.wikipedia.org/
- Factset

In addition, we have had discussions and correspondence with directors and executives of OMI and iSentric, in relation to the above information and to current operations and prospects.

Appendix 3: Valuation Methodologies

In preparing this report we have considered valuation methods commonly used in practice and those recommended by RG 111. These methods include:

- the discounted cash flow method;
- the capitalisation of earnings method;
- asset based methods;
- analysis of share market trading; and
- industry specific rules of thumb.

The selection of an appropriate valuation method to estimate Fair Market Value should be guided by the actual practices adopted by potential acquirers of the company involved.

Discounted Cash Flow Method

Description

Of the various methods noted above, the discounted cash flow method has the strongest theoretical standing. It is also widely used in practice by corporate acquirers and company analysts. The discounted cash flow method estimates the value of a business by discounting expected future cash flows to a present value using an appropriate discount rate. A discounted cash flow valuation requires:

- a forecast of expected future cash flows;
- an appropriate discount rate; and
- an estimate of terminal value.

It is necessary to project cash flows over a suitable period of time (generally regarded as being at least five years) to arrive at the net cash flow in each period. For a finite life project or asset this would need to be done for the life of the project. This can be a difficult exercise requiring a significant number of assumptions such as revenue growth, future margins, capital expenditure requirements, working capital movements and taxation.

The discount rate used represents the risk of achieving the projected future cash flows and the time value of money. The projected future cash flows are then valued in current day terms using the discount rate selected.

A terminal value reflects the value of cash flows that will arise beyond the explicit forecast period. This is commonly estimated using either a constant growth assumption or a multiple of earnings (as described under capitalisation of future maintainable earnings below). This terminal value is then discounted to current day terms and added to the net present value of the forecast cash flows.

The discounted cash flow method is often sensitive to a number of key assumptions such as revenue growth, future margins, capital investment, terminal growth and the discount rate. All of these assumptions can be highly subjective sometimes leading to a valuation conclusion presented as a range that is too wide to be useful.

Use of the Discounted Cash Flow Method

A discounted cash flow approach is usually preferred when valuing:

- early stage companies or projects;
- limited life assets such as a mine or toll concession;
- companies where significant growth is expected in future cash flows; or
- projects with volatile earnings.

It may also be preferred if other methods are not suitable, for example if there is a lack of reliable evidence to support a capitalisation of earnings approach. However, it may not be appropriate if:

- reliable forecasts of cash flow are not available and cannot be determined; or
- there is an inadequate return on investment, in which case a higher value may be realised by liquidating the assets than through continuing the business.

Capitalisation of Earnings Method

Description

The capitalisation of earnings method is a commonly used valuation methodology that involves determining a future maintainable earnings figure for a business and multiplying that figure by an appropriate capitalisation multiple. This methodology is generally considered a short form of a discounted cash flow, where a single representative earnings figure is capitalised, rather than a stream of individual cash flows being discounted. The capitalisation of earnings methodology involves the determination of:

- a level of future maintainable earnings; and
- an appropriate capitalisation rate or multiple.

A multiple can be applied to any of the following measures of earnings:

Revenue – most commonly used for companies that do not make a positive EBITDA or as a cross-check of a valuation conclusion derived using another method.

EBITDA - most appropriate where depreciation distorts earnings, for example in a company that has a significant level of depreciating assets but little ongoing capital expenditure requirement.

EBITA - in most cases EBITA will be more reliable than EBITDA as it takes account of the capital intensity of the business.

EBIT - whilst commonly used in practice, multiples of EBITA are usually more reliable as they remove the impact of amortisation which is a non-cash accounting entry that does not reflect a need for future capital investment (unlike depreciation).

NPAT - relevant in valuing businesses where interest is a major part of the overall earnings of the group (e.g. financial services businesses such as banks).

Multiples of EBITDA, EBITA and EBIT are commonly used to value whole businesses for acquisition purposes where gearing is in the control of the acquirer. In contrast, NPAT (or P/E) multiples are often used for valuing minority interests in a company.

The multiple selected to apply to maintainable earnings reflects expectations about future growth, risk and the time value of money all wrapped up in a single number. Multiples can be derived from three main sources. Using the guideline public company method, market multiples are derived from the trading prices of stocks of companies that are engaged in the same or similar lines of business and that are actively traded on a free and open market, such as the ASX. The merger and acquisition method is a method whereby multiples are derived from transactions of significant interests in companies engaged in the same or similar lines of business. In Australia this has been called the comparable transaction methodology. It is also possible to build a multiple from first principles.

Use of the Capitalisation of Earnings Method

The capitalisation of earnings method is widely used in practice. It is particularly appropriate for valuing companies with a relatively stable historical earnings pattern which is expected to continue. This method is less appropriate for valuing companies or assets if:

- there are no suitable listed company or transaction benchmarks for comparison;
- the asset has a limited life;
- future earnings or cash flows are expected to be volatile; or
- there are negative earnings or the earnings of a business are insufficient to justify a value exceeding the value of the underlying net assets.

Asset Based Methods

Description

Asset based valuation methods estimate the value of a company based on the realisable value of its net assets, less its liabilities. There are a number of asset based methods including:

- orderly realisation;
- liquidation value;
- net assets on a going concern basis;
- replacement cost; and
- reproduction cost.

The orderly realisation of assets method estimates Fair Market Value by determining the amount that would be distributed to shareholders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the company may not be contemplated, these methods in their strictest form may not necessarily be appropriate. The net assets on a going concern basis method estimates the market values of the net assets of a company but does not take account of realisation costs.

The asset / cost approach is generally used when the value of the business' assets exceeds the present value of the cash flows expected to be derived from the ongoing business operations, or the nature of the business is to hold or invest in assets. It is important to note that the asset approach may still be the relevant approach even if an asset is making a profit. If an asset is making less than an economic rate of return and there is no realistic prospect of it making an economic return in the foreseeable future, an asset approach would be the most appropriate method.

Use of Asset Based Methods

An asset-based approach is a suitable valuation method when:

- an enterprise is loss making and is not expected to become profitable in the foreseeable future;
- assets are employed profitably but earn less than the cost of capital;
- a significant portion of the company's assets are composed of liquid assets or other investments (such as marketable securities and real estate investments); or
- it is relatively easy to enter the industry (for example, small machine shops and retail establishments).

Asset based methods are not appropriate if:

- the ownership interest being valued is not a controlling interest, has no ability to cause the sale of the company's assets and the major holders are not planning to sell the company's assets; or
- a business has (or is expected to have) an adequate return on capital, such that the value of its future income stream exceeds the value of its assets.

Analysis of Share Trading

The most recent share trading history provides evidence of the Fair Market Value of the shares in a company where they are publicly traded in an informed and liquid market. There should also be some similarity between the size of the parcel of shares being valued and those being traded. Where a company's shares are publicly traded then an analysis of recent trading prices should be considered, at least as a cross-check to other valuation methods.

Industry Specific Rules of Thumb

Industry specific rules of thumb are used in certain industries. These methods typically involve a multiple of an operating figure such as eyeballs for internet businesses, numbers of beds for hotels etc. These methods are typically fairly crude and are therefore usually only appropriate as a cross-check to a valuation determined using an alternative method.

Appendix 4: Comparable Entities

The following descriptions are as provided by Factset.

Ateam, Inc. engages in the provision of internet and mobile terminal services. It operates through Entertainment and Life Support segments. The Entertainment segment handles the digital content development and management of mobile phone handsets and terminal tablets. The Life Support segment deals with the planning, development and operation of comparison and information websites coherent to daily life. The company was founded by Takao Hayashi in June 1997 and is headquartered in Nagoya, Japan.

ACI Worldwide, Inc. develops, markets and installs software products and services for financial institutions, retailers and electronic payment processors. The company offers online banking, fraud prevention and detection, and back office services, deliver payment processing, providing agility, and manage ability services. Its products are marketed under the ACI Worldwide and ACI Payment Systems brands. The company operates through three geographical segments: Americas, Europe/Middle East/Africa and Asia Pacific. The company was founded in 1975 and is headquartered in Naples, FL.

asknet AG provides outsourcing solutions for the distribution of software through the Internet. The company operates in two segments: eDistribution Network and ePortals. The eDistribution Network segment designs online shops for software manufacturers, which are fully integrated into the customers' Internet presentation both visually and technically. It also undertakes all purchase processing activities from product selection and payment processing to software delivery through download or dispatch of data media. The ePortals segment designs and operates portals for users and dealers, which include softwarehouse.de, the European Internet download platform for standard software. asknet was founded by Dietmar Waudig on September 12, 1995 and is headquartered in Karlsruhe, Germany.

BD Multimédia SA engages in the provision of telecommunication services. It operates through the following segments: Micropayment, Publishing, and Management and Networks. The Micropayment segment offers an alternative to credit card payments for small purchases. The Publishing segment specialized in telematics publishing. The Management and Networks segment provides technical and management services to small and medium enterprises. The company was founded in 1986 and is headquartered in Paris, France

Dalet SA engages in the publishing of computer software for managing and distributing multimedia content. It operates through the following segments: Media Asset Management, Sports Applications, Newsroom Solutions, Digital Audio Radio Solutions, and Integration Projects. The Media Asset Management segment offers metadata management and archiving tools. It includes ingest and mass ingest tools, customized and contextual metadata forms for cataloguing, and indexation tools. It also offers tools for editing, storyboarding, and shot selection. The Sports Applications segment offers tools for fast-paced sports production. The Newsroom Solutions segment markets software that creates a media supply chain where its contents can be transformed and delivered to multiple platforms and devices. The Digital Audio Radio Solutions includes tools for large-scale news stations and multichannel music networks. The company was founded by Michael Elhadad, Salomon Elhadad, Stéphane Guez, and David Lasry on April 24, 1990 and is headquartered in Levallois-Perret, France.

eServGlobal Ltd. is engaged in the telecommunications software solutions business. It specializes in mobile money solutions and value-added services, to help mobile service providers. The company provides end-to-end and any account to any account mobile money services and international remittance services. eServGlobal's solutions are used by mobile, fixed, Internet and telecom providers to innovate in their local markets, leveraging their core assets and their trusted agent and subscriber relationships. Its value-added services in promotions, loyalty and messaging enable service providers to engage with their subscribers in a personalized manner. eServGlobal was founded by Ian Buddery in 1991 and is headquartered in Sydney, Australia.

fonfun Corp. engages in the planning, production, development, distribution, and sale of software, contents, and applications; and provision of services for internet users. It operates through the following segments: Remote Mail, Contents, and Other. The Remote Mail segment provides remote mail delivery services. The Contents segment offers digital contents for mobile phones; and software planning and development services. The Other segment includes telemarketing and repeat order sales for packaged software. The company was founded on March 3, 1997 and is headquartered in Tokyo, Japan.

Jorudan Co., Ltd. engages in the development and sale of travel-related software applications for the internet and mobile handsets. Its operations are carried out through the following business segments: Transfer Guide, Multimedia, and Other. The Transfer Guide segment sells software applications for train routes and fare computation, sale of various travel goods, traffic-related alerts, and weather information. The Multimedia segment develops game applications for mobile handsets and home use, book and electronic publishing, and television broadcasting. The Other segment includes software development and leasing of information-related equipment. The company was founded in December 1979 and is headquartered in Tokyo, Japan.

J-Stream, Inc. is engaged in the internet content distribution business. It operates through the following segments: Distribution, Production and System Development, Content Business, and Others. The Distribution segment provides live and on-demand streaming, and application customization. The Production and System Development manages website and distribution system, video production, and consigned content production. The Content Business segment handles the operation of content delivery sites for mobile phones, and the consigned management of member websites for artists. The Others segment includes domain arrangement agencies and equipment sales. The company was founded on May 29, 1997 and is headquartered in Tokyo, Japan.

M-Mode Bhd. is an investment holding company, which engages in the development and provision of mobile contents and data application. It also involved in the management and print media services. Its brands include Sempoi, QQ, and M-Game. The company was founded by Lim Thean Keong in 2004 and is headquartered in Kuala Lumpur, Malaysia.

Megasoft Ltd. develops software and provides computer and telecom consulting services. It also offers new breed of personalized and specialized services, including computer software design, computer systems analysis, and systems integration, to bring innovative, high-value business solutions to its clients. The company was founded on June 29, 1999 and is headquartered in Chennai, India.

M3 Technologies (Asia) Bhd. provides mobile value added services. Its business encompasses mobile solutions and platforms C Multimedia products, WAP and J2ME applications catering to all channels of its business, which includes B2C, B2B and B2O. M3 Technologies also engages in the global delivery and settlement of mobile messaging and data services, which includes SMS, MMS, and WAP. The company was founded by Lim Seng Boon in 1999 and is headquartered in Petaling Jaya, Malaysia.

Macromac Plc is engaged in the operation of a proprietary application-to-person mobile messaging platform, which facilitates delivery of content between content providers and brand owners to mobile users through messaging systems, including SMS, MMS and Push Notifications. It offers bulk messaging and premium messaging services to content providers and brand owners. The company's other solutions include other enterprise management software and Internet marketing solutions for small to medium enterprises. The company operates its business through the following segments: Mobile Content Aggregation and Messaging, Software Development and System Solutions and Enterprise Web Development and Optimization. The Mobile Content Aggregation and Messaging segment operates as a mobile content aggregator, mediating SMS and MMS-based transactions. The Software Development and System Solutions segment is engaged in the development of electronic industry court, that helps industrial system solutions court staff to manage court case, designed the management system iTrack for the photocopy machine, development of social networking solution Volkout and Geolocation and also the design and development of software for digital signage. The Enterprise Web Development and Optimization segment is engaged in the provision of web development and optimization services. Macromac was founded on February 28, 2013 and is headquartered in Petaling Jaya, Malaysia.

Mint Wireless Ltd. is a global payments and mobile transactions company. It operates through two mobile transaction businesses: Mobile based micro-transactions and Mobile Payments. The Mobile based micro-transactions business includes an innovative and cost effective mobile money transfer. The Mobile Payments business enables corporate enterprise to accept credit and debit card payments. The company was founded by Alex Teoh and Andrew Teoh on October 4, 2006 and is headquartered in Sydney, Australia.

MNC Wireless Bhd. is a mobile and internet media company, which engages in the businesses of carrying out sales and marketing, and research and development of wireless, mobile and multimedia solutions, content and investment holding. The company operates its business through following segments: Mobile Applications and Wireless and Multimedia Related Services. The Mobile Applications segment engages in the provision of mobile application platforms for short message service to mobile phone users. The Wireless and Multimedia Related Services segment engages in the consultations, sales, marketing and implementation of m-business solutions, management of content resources business and other related multimedia services. The company was founded by Jaan Hao Chung in July 2002 and is headquartered in Petaling Jaya, Malaysia.

Mobile Embrace Ltd. is an integrated mobile and digital communications company. The principal activities of the company are integrated mobile and digital communications products and services being mobile marketing and mobile payments (m-commerce). It operates two divisions: Convey and 4th Screen Advertising Australia (m-marketing / m-advertising). Its Mobile Publishing platform provides comprehensive, fast and highly effective tools for designing, building and managing mobile applications and mobile websites. Through its Mobile Advertising platform, the company offers brands and advertisers more than just a click. It offers them engagement. Its Mobile Embrace Connect is a robust SMS Gateway that enables businesses to transmit high volume SMS messages directly to and from mobile users. The company is headquartered in East Sydney, Australia.

Mono Technology Co. Ltd. is engaged in the provision of entertainment content. It operates through the Media and Content, and Entertainment segments. The Media and Content segment includes mobile value added service, internet, publishing, and television business. The Entertainment segment operates music and movie businesses. The company was founded on March 15, 2002 and is headquartered in Nonthaburi, Thailand.

mTouche Technology Bhd. is an investment holding company, which engages in the development of existing and new technologies in the field of information technology and telecommunications and related activities. It operates through two segments: Matured Markets and Emerging Markets. The Matured Markets segment provides services to countries with saturated market, including Malaysia, Hong Kong, Thailand and Singapore. The Emerging Markets segment provides countries with potential growth and penetration rate including, China, Indonesia, Vietnam, India and the Philippines. The company was founded in 2002 and is headquartered in Kuala Lumpur, Malaysia.

m-up, Inc. engages in the entertainment business. It operates through the following segments: Mobile Contents Delivery, Personal Computer (PC) Delivery, and Electronic (E) Commerce. The Mobile Contents Delivery segment provides contents for mobile phones. The PC Content segment offers PC terminal contents. The E-commerce segment handles the distribution of apparels, artist and packaged products, and compact discs through internet transactions. The company was founded on December 14, 2004 and is headquartered in Tokyo, Japan.

NAVER Corp. engages in the provision of internet search engines and online computer games. It operates through the Online Game and Internet Commerce business areas. The Online Game business provides playnet channeling site, game portfolio, and an open game which is called iDoGame. The Internet Commerce business offers knowledge shopping that measures the prices, gives product comments, and provides safe online purchasing processes. The company was founded on June 2, 1999 and is headquartered in Seongnam, South Korea.

NQ Mobile, Inc. provides mobile Internet services. It offers mobile security software and mobile games. The company also offers advertising, consulting, mobile platforms and mobility services for the consumer and enterprise markets. Its other services include mobile privacy, mobile productivity, personalized cloud, family protection and enterprise protection. The company operates its business through two segments: Consumer and Enterprise. NQ Mobile was founded by Yu Lin, Wen Yong Shi and Xu Zhou on October 21, 2005 and is headquartered in Beijing, China.

Nexgram Holdings Bhd. is an investment holding company that engages in the development of telecommunications software. It also develops marketing application and enterprise solutions; and provides client-managed services, including branding, technical support, and management advisory. It operates through the Malaysia and Overseas segments. Its products include SMSJET, which provides channel wireless messaging services, manages high-quality mobile content, and deliver texts and contents; Sohomobile Developer Module, which offers customized multimedia information, tools, and functions for Sohomobile systems; and mCommerce-Suit, which provides mobile and wireless applications for alerts, mobile customer relationship management, mobile enterprise resource planning, and logistics. The company is headquartered in Petaling Jaya, Malaysia.

PNI Digital Media, Inc. is as an innovator in online, mobile and in-store digital media solutions for retailers. It's operates PNI Digital Media Platform which connects consumer-ordered digital content, whether from online, in-store kiosks, desktop software or mobile phones, with retailers that have on-demand manufacturing capabilities for the production of personalized products, such as photos, photo books and calendars, business cards and stationery. The company was founded on December 1, 1995 and is headquartered in Vancouver, Canada.

RAM Informatics Ltd. provides software products and services for government, banking, insurance and retail business. The company's products includes SmartBanker, SmartALM, eSmartBanker, SmartInventory, iSmartBanker, SmartHO, mSmartBanker, SmartNPA, SmartBSA, SmartForex, SmartTreasury, SmartMicroFin(SMF), Advanced Insurance Manager (AiM), and Life InsurancE Agency Development Evaluation and Review (LEADER). RAM Informatics was founded by Sivaramakrishnan Venkateswaran Pulakkad in 1994 and is headquartered in Hyderabad, India.

Rentabiliweb Group SA engages in digital audience monetization business. It operates through the following business segments: Business-to-Business and Business-to-Consumer. The Business-to-Business segment offers its services to business clients and web publishing partners, which include payment, micropayment, advertising, and direct marketing solutions. The Business-to-Consumer segment engages in digital entertainment publishing. It manages websites and offers services that cover consumer entertainment and leisure needs, such as casual gaming, dating, personal services, well-being, live entertainment, astrology and humor. The company was founded by Jean-Baptiste Descroix-Vernier, Matthieu Loudes, and Corinne Veronique Chatal in 2002 and is headquartered in Brussels, Belgium.

Zingmobile Group Ltd. provides interactive mobile entertainment, value-added mobile content, services and applications. Its other services include ecommerce, Internet-based content, communications and multi media applications. The company has locations in Malaysia, Indonesia, China and Bangladesh. Zingmobile Group was founded by Siew Kiet Teo in 2002 and is headquartered in Singapore.

Appendix 5: Qualifications, Declarations and Consents

Responsibility and Purpose

This report has been prepared only for the benefit of OMI's shareholders for the purpose of assessing the fairness and reasonableness of the Proposed Transaction.

It therefore cannot be used for any purpose other than as described above unless Leadenhall has provided written consent. Other than as specifically identified elsewhere in this report, neither the whole nor any part of this report nor any reference thereto may be included in or with or attached to any document (including electronically), circular, resolution, letter or statement, or released externally to any other party without the prior written consent of Leadenhall as to the form and context in which it appears.

No responsibility to third parties

We are not responsible to you, or anyone else, whether for our negligence or otherwise, if the report is used for any other purpose or by any other person.

Reliance on Information – Accuracy and Completeness

The financial information supplied by OMI and iSentric, as set out in Appendix 2, is the prime basis of this engagement. In preparing our analysis we have relied upon the accuracy and completeness of the information provided to us and we have assumed it has been prepared in accordance with applicable accounting standards and the Corporations Act. We have assumed that there is no information or documentation that has been withheld from Leadenhall that potentially may have a material effect on our conclusions. We have not performed anything in the nature of an audit, review or financial due diligence on the information provided for this report.

Prospective Information – Provision and Responsibility

In relation to prospective financial information, we have relied upon the information as detailed in Appendix 2, without verification by us of historical, budgeted or forecast information. OMI and iSentric are responsible for this financial information.

Statements and opinions contained in this report are given in good faith but, in the preparation of this report, Leadenhall has relied upon the completeness of the information provided by OMI and iSentric and their officers, employees, agents or advisors which Leadenhall believes, on reasonable grounds, to be adequate, reliable, complete, accurate and not misleading for the purpose of this report.

Prospective Information – Procedures Undertaken

To the extent that this report refers to prospective financial information we have considered the prospective financial information and the basis of the underlying assumptions. The procedures involved in Leadenhall's consideration of this information consisted of enquiries of iSentric's personnel.

These procedures and enquiries did not include verification work nor constitute an audit or a review engagement in accordance with Australian Auditing Standards. Based on these procedures and enquiries, Leadenhall considers that there are reasonable grounds to believe that the prospective financial information for iSentric included in this report has been prepared on a basis that is reasonable for valuation purposes.

Prospective Information – Not Audited or Verified

Leadenhall does not imply, nor should it be construed, that it has carried out any form of audit or verification on the information and records supplied to us. Drafts of our report were issued to OMI and iSentric for confirmation of factual accuracy. We have accepted the information at face value, and have not attempted to test its veracity. Whilst we believe the statements made in this report are accurate, no warranty of accuracy or reliability is given by Leadenhall or its affiliated companies and their respective officers and employees.

Prospective Information – No Assurance on Achievability

We note that the forecasts and projections supplied to us are, by definition, based upon assumptions about events and circumstances that have not yet transpired. Accordingly we give no assurance that any forecast results will be achieved and consequently any future variation between the actual results and any prospective financial information utilised in this report may affect the valuation conclusions included in this report.

In relation to the prospective financial information, actual results may be different from the prospective financial information of OMI and iSentric referred to in this report since anticipated events frequently do not occur as expected and the variation may be material. The achievement of the prospective financial information is dependent on the outcome of the assumptions. Accordingly, we express no opinion as to whether the prospective financial information will be achieved.

Qualifications

The employees of Leadenhall principally involved in the preparation of this report were Richard Norris, BA (Hons), FCA, M.App.Fin, F.Fin and Tim Lebbon, FCA, FCPA, SF Fin, FAICD.

Market Conditions

The opinion of Leadenhall is based on prevailing market, economic and other conditions at the date of this report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon value either positively or negatively.

Indemnities

In recognition that Leadenhall may rely on information provided by OMI and iSentric and their officers, employees, agents or advisors, OMI has agreed that it will not make any claim against Leadenhall to recover any loss or damage which it may suffer as a result of that reliance and that it will indemnify Leadenhall against any liability that arises out of Leadenhall's reliance on the information provided by OMI and iSentric and their officers, employees, agents or advisors or the failure by OMI and iSentric and their officers, employees, agents or advisors to provide Leadenhall with any material information relating to this report.

APES 225

This report has been prepared in accordance with APES 225 Valuation Services issued by the Accounting Professional and Ethical Standards Board Limited.

Annexure A
Conditions of Issue of the Convertible Notes

1. Definitions

1.1 Words and expressions defined in the Convertible Note Subscription Agreement entered into between OMI Holdings Limited and the Noteholder (*the Agreement*) have the same meaning in these Conditions, unless the context otherwise requires.

1.2 In addition, in these Conditions, unless the context otherwise requires:

(a) *Bonus Options* means any options allotted by the Company for nil consideration to existing shareholders on a pro-rata basis;

(b) *Bonus Shares* means any shares allotted by the Company as Ordinary Shares credited as fully paid by way of capitalisation of profits or reserves or share premium account or capital redemption reserve fund;

(c) *Conversion Date* means, in relation to a Subscription Note, the date with effect from which that Subscription Note is converted into Ordinary Shares in accordance with the provisions of Condition 3;

(d) *Conversion Notice* means a written notice given by the Holder in the form printed on the Note Certificate or in such other form as the Company may accept requiring the Company to convert the Subscription Note;

(e) *Conversion Price* means $0.052 per Subscription Note;

(f) *Interest* means interest calculated on the outstanding balance of the principal amount in accordance with Condition 2.2; and

(g) *Interest Rate* means 12.00% per annum (or if the Maturity Date is extended for three (3) months, means 15.00% per annum for that additional three (3) month period).

2. GENERAL TERMS OF ISSUE

2.1 Each Note:

(a) has a principal amount of $1,000;

(b) shall bear interest at the Interest Rate which interest shall accrue daily after 28 days from and including the Issue Date up to and including the date upon which the Subscription Note is converted. Interest is payable by the Company to the Holder quarterly in arrears on the last day of each quarter. In the event that the Maturity Date is extended by the Company by three (3) months, the Interest Rate shall increase to 15.00% per annum for that additional three (3) month period; and

(c) is convertible in the manner and at the times provided by Condition 3 into a number of Ordinary Shares equivalent to:

$$\text{Number of Ordinary Shares} = \frac{\$1,000}{\text{Conversion Price}}$$

2.2 Interest on a Note converted into Ordinary Shares will cease to accrue on the earlier of:

(a) repayment of the Subscription Note; or

(b) the Conversion Date.

3. General Rights of Conversion

3.1 Subject to the following conditions and to Condition 3.2, , a Subscription Note is convertible into the number of Ordinary Shares determined in accordance with Condition 2.1 at any time prior to the Maturity Date:

(a) The ASX providing the Company with written notice of conditional approval to the re-instatement of the Company's securities to quotation on the Official List of the ASX; and

(b) The Company informing the Holder that the transaction contemplated by the Share Sale Agreement is unconditional (within the meaning of the Share Sale Agreement),

3.2 It is agreed that the Company shall be under no obligation to convert any Subscription Notes into Ordinary Shares pursuant to Condition 3.1, until all requisite regulatory and shareholder approvals (including, without limitation, approvals required under the ASX Listing Rules and the Corporations Act) are obtained. The Company agrees that it will use its best endeavours to seek such regulatory and shareholder approvals as are necessary to ensure that the Subscription Notes can be converted into Ordinary Shares in accordance with the ASX Listing Rules and the Corporations Act.

3.3 Upon the satisfaction of Condition 3.1, the Company and the Holder hereby agree that the Company may give written notice to the Holder, requiring the Holder to lodge a Conversion Notice (in respect of all of the Subscription Notes which the Holder holds) with the Company, within 2 Business Days. However, the parties acknowledge and agree that any conversion of the Subscription Notes referred to in such Conversion Notice shall not take place until the satisfaction of, or contemporaneously with the satisfaction of, Condition 3.1(b).

3.4 In the event that a Holder fails to lodge a Conversion Notice following receipt of a notice in accordance with Condition 3.3, the Holder hereby appoints the Company as its attorney and authorises the Company to do all things which the Holder is authorised to do for the purposes of giving effect to Condition 3.3.

3.5 Ordinary Shares issued to the Holder on conversion of a Note will be issued as fully paid.

4. Allotment of Shares

4.1 A Conversion Notice is irrevocable.

4.2 The Company must allot the Ordinary Shares to which the Holder is entitled within 5 Business Days of the Conversion Date, subject to clause 3.2. The allotment will have effect and be deemed to have been made on that Conversion Date.

4.3 Ordinary Shares allotted on conversion of a Note will rank equally in all respects and form one class with the Ordinary Shares on issue at the Conversion Date and without limitation, those Ordinary Shares will rank equally with all Ordinary Shares for any dividends declared or paid after that conversion.

4.4 Subject to Condition 3.1, the Corporations Act and the ASX Listing Rules, the Company must:

(a) upon allotment of Ordinary Shares pursuant to these Conditions, use its best endeavours to apply to the ASX for official quotation of such Ordinary Shares;

(b) make a continuous disclosure announcement in accordance with section 708A(5) of the Corporations Act within 5 days of the allotment; and

(c) make an announcement setting out any information provided to the Holder, which if not made public, would prohibit the Holder acquiring those Ordinary Shares by virtue of section 1043A of the Corporations Act.

5. Options

For each Ordinary Share allotted to the Holder on the Conversion Date the Company shall issue one (1) Option to the Holder on the terms and conditions set out in Schedule 3.

6. Participation in Issues of Bonus Shares and Capital Reconstructions

6.1 If prior to any Conversion Date, the Company makes an allotment of Bonus Shares, the Holder shall have allotted to it on the Conversion Date shares in the capital of the Company of the same class as the Bonus Shares on the same terms and conditions as the Bonus Shares were allotted.

6.2 If prior to any Conversion Date, the Company makes an allotment of Bonus Options, the Holder shall have allotted to it on the Conversion Date shares in the capital of the Company of the same class as the Bonus Options on the same terms and conditions as the Bonus Options were allotted.

6.3 If prior to the Maturity Date, the Company reduces its issued Ordinary Shares, the right of each Holder under Condition 2.1 will be reduced in the same proportion and manner as the issued Ordinary Shares of the Company are reduced (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of ordinary shareholders approving the reduction of capital) but in all other respects the terms of conversion of the Notes will remain unchanged.

6.4 In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Ordinary Shares into which the Notes will be converted will be reconstructed in a manner which will not result in any benefit or detriment being conferred on the Holders which are not conferred on shareholders of the Company.

7. Nature of Ordinary Shares

Ordinary Shares to be allotted on conversion of the Subscription Notes will be shares with respect to which no provision is made (whether by the Constitution of the Company or otherwise) for changing or converting them into shares of another class, except for the purpose of enabling a consolidation and division of all or any of the share capital of the Company or the subdivision of all or any of the shares in the capital of the Company in accordance with the Corporations Act.

8. Maturity and Repayment

8.1

(a) Any Holder may, on giving at least 2 days' notice in writing to the Company (which may be given at any time), require the Company on or at any time after the Maturity Date to redeem any of the Holder's Subscription Notes which have not been converted in accordance with these Conditions; and

(b) The Company may at any time following the Maturity Date, elect to redeem all or any of the Subscription Notes which have not been converted in accordance with these Conditions, by the Company paying or repaying all Moneys Owing in relation to those Subscription Notes (including, without limitation, the Issue Price) together with all capitalised Interest then accrued on those Subscription Notes.

8.2 The Company must comply with any notice duly given by a Holder under paragraph (a) of Condition 7.1 and repay all Moneys Owing and any accrued Interest thereon, within 3 months of the date of receiving the notice.

9. Cancellation of Notes

All Subscription Notes redeemed, converted or purchased by the Company will thereupon be cancelled and may not be re-issued.

10. Entitlements to Certificates

The Holder may waive its entitlement to a Note Certificate.

11. Replacement of Note Certificates

11.1 If any Note Certificate is lost, stolen, defaced or destroyed it may be replaced at the registered office of the Company upon payment by the claimant of the relevant expenses incurred and on such terms as to evidence, indemnity and security as the Company may reasonably require. Mutilated or defaced Note Certificates must be surrendered before replacements will be issued.

11.2 Any stamp duty payable on a new Note Certificate issued under this Condition Schedule 111 must be paid by the Holder.

12. Transfer of Notes

12.1 The Holder is not entitled to transfer the Subscription Notes.

12.2 The Holder is not entitled to transfer Ordinary Shares issued pursuant to conversion of a Subscription Note unless it has complied with any applicable requirements of Chapter 6D of the Corporations Act.

12.3 The transferor Holder will be deemed to remain the owner of the Subscription Notes until the name of the transferee is entered in the Register in respect of the Subscription Notes.

12.4 No instrument of transfer need be registered by the Company during the 14 days immediately preceding any day fixed for the computation of interest.

13. Title Of Notes, Non-Recognition of Equities

Subject to these Conditions, the Company will recognise only the Holder whose name appears in the Register as the absolute owner of the Subscription Notes in respect of which it is entered in the Register, and the Company may act accordingly.

14. Indemnity to the Company

14.1 Whenever in consequence of:-

(a) the death, winding up, insolvency or demise of a Holder;

(b) the non-payment of any income Tax or other Tax payable by a Holder; or

(c) the non-payment of any stamp or other duty by the legal personal representatives of a Holder or his estate,

any law for the time being of Australia or any State or Territory or any other country or place, in respect of that Subscription Notes, imposes or purports to impose any liability of any nature whatever on the Company to make any payments to any government or governmental authority, the Company will in respect of that liability be indemnified by that Holder and his legal personal representatives and any moneys paid by the Company in respect of that liability may be recovered by action from that Holder and/or his legal personal representatives as a debt due to the Company and the Company will have a lien in respect of those moneys upon the Subscription Notes held by that Holder or his legal personal representatives and upon the principal and interest payable in respect of those Subscription Notes.

14.2 Nothing in this Condition 13 will prejudice or affect any right or remedy which any such law may confer or purport to confer on the Company.

Annexure B
Terms of Options

1. Interpretation

1.1 Words and expressions defined in the Convertible Note Subscription Agreement entered into between OMI Holdings Limited and the Noteholder (*the Agreement*) have the same meaning in these Conditions, unless the context otherwise requires.

1.2 In addition, in these Conditions, unless the context otherwise requires:

(a) *Board* means the board of directors of the Company;

(b) *Business Day* means a day not being a Saturday, Sunday or public holiday, on which banks are generally open for business in Victoria;

(c) *Official List* has the meaning given to that term in the Listing Rules;

(d) *Option* and *Options* means the options to be issued to the Optionholder on the terms detailed in these Terms of Options;

(e) *Optionholder* means the holder of an Option issued pursuant these Terms of Options;

(f) *Quotation* has the meaning given to that term in the ASX Listing Rules.

2. Terms of Options

2.1 Entitlement

(a) Each Option entitles the Optionholder to subscribe for, and be allotted, one Ordinary Share.

(b) Ordinary Shares issued on the exercise of Options will rank equally with all existing Ordinary Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

2.2 Exercise of Option

(a) The Options may be exercised during the period commencing on the date of issue of the Options until the date specified in paragraph 2.2(b).

(b) The final date and time for exercise of the Options is 5pm Australian Eastern Standard Time on the three (3) year anniversary date of the Company's Shares being re-admitted to Quotation following the date of issue of the Convertible Notes. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.

(c) The exercise price of each Option is $0.052.

(d) Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry.

(e) Remittances must be made payable to 'OMI Holdings Limited' and cheques should be crossed 'Not Negotiable'.

(f) In the event of liquidation of the Company, all unexercised Options will lapse.

2.3 Quotation

(a) The Company will not apply to the ASX for official quotation of the Options.

(b) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 business days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

2.4 Participation in Securities Issues

Subject to paragraph 2.5 below, the Optionholder is not entitled to participate in new issues of securities without exercising the Options.

2.5 Participation in a Reorganisation of Capital

(a) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on shareholders of the Company.

(b) In any reorganisation as referred to in paragraph 2.5(a), Options will be treated in the following manner:

(i) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;

(iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;

(iv) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;

(v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and

(vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

2.6 Adjustments to Options and Exercise Price

(a) Adjustments to the number of Ordinary Shares over which Options exist and/or the exercise price may be made as described in paragraph 2.6(b) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.

(b) The method of adjustment for the purpose of paragraph 2.6(a) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(i) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is Exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(ii) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Ordinary Shares received will include the number of bonus Ordinary Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

2.7 Takeovers and Schemes of Arrangement

(a) If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the Corporations Act) is made to holders of Ordinary Shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Optionholder of the offer and from the date of such notification, the Optionholder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options or arrangement. If the Options are not exercised within 60 days after notification of the offer, the Options may be exercised at any other time according to their terms of issue.

(b) If an offer for shares in the Company is made to Shareholders pursuant to a scheme of arrangement which has been approved in accordance with the Corporations Act, the Optionholder will be entitled to exercise Options held by him/her within the period notified by the Company.

2.8 Transfers permitted

The Options are transferable.

2.9 Notices

Notices may be given by the Company to the Optionholder in the manner prescribed by the Constitution of the Company for the giving of notices to Shareholders and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Optionholder.

2.10 Rights to Accounts

The Optionholder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, however, if the Optionholder is not a Shareholder, it will not have any right to attend or vote at these meetings.

Appendix 1 – Notice of Meeting

OMI Holdings Limited
((ACN 091 192 871)

Notice of Meeting

for the General Meeting of Shareholders

To be held at 2pm (Sydney time) on 20 August 2014 at Watson Mangioni, Lawyers Pty Limited, Level 13, 50 Carrington Street,· Sydney, New South Wales 2000 Australia with registration commencing at 1pm.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

This Notice of Meeting is an appendix to an Explanatory Memorandum. An Independent Expert's Report is also an appendix to the Explanatory Memorandum. The Explanatory Memorandum and its appendices have been prepared to assist Shareholders in determining whether or not to vote in favour of the Resolutions set out in this Notice of Meeting.

The Explanatory Memorandum and its appendices should be read in conjunction with this Notice of Meeting.

You are encouraged to attend the meeting, but if you cannot, you are requested to complete and return the enclosed Proxy Form without delay and ensure it is received by the Company's Registry by no later than 2pm on 18 August 2014. Refer Section 9 for methods for lodging the completed Proxy Form.

1. Items of Business

The business of the meeting is to consider the following proposed resolutions.

Resolution 1 – Issue of Convertible Notes

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

> *"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 540 convertible notes and 2,700,000 options to sophisticated and professional investors without disclosure and on the terms and conditions set out in the Explanatory Memorandum attached to this Notice of Meeting."*

Without limitation, ASX Listing Rule 7.1 is relevant to this Resolution.

Resolution 2 – Issue of Convertible Notes to Directors

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

> *"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 20 convertible notes and 100,000 options on the terms and conditions set out in the Explanatory Memorandum attached to this Notice of Meeting to each of Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery."*

Without limitation, ASX Listing Rule 10.11 is relevant to this Resolution.

Resolution 3 – Consolidation

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

> *"That, conditional on the passage of Resolutions 1 to 2 and 4 to 12 (inclusive) and for the purposes of Section 254H of the Act and for all other purposes, approval be given to consolidate the Company's issued capital on a 3.769268266502 to 1 basis and otherwise on the terms and conditions set out in the Explanatory Memorandum attached to this Notice of Meeting."*

Without limitation Section 254H of the Act is relevant to this Resolution.

Resolution 4 – Change in nature and scale of activities

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

> *"That, conditional on the passage of Resolutions 1 to 3 and 5 to 12 (inclusive) and for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to acquire 100% of the issued capital of iSentric SDN BHD and make a significant change to the nature and scale of its activities as set out in the Explanatory Memorandum attached to this Notice of Meeting."*

Without limitation, ASX Listing Rule 11.1.2 is relevant to this Resolution.

Resolution 5 – Control Approval resolution for Donaco

To consider and, if thought fit, pass the following as an ordinary resolution:

> *"That, conditional on the passage of Resolutions 1 to 4 and 6 to 12 (inclusive), for the purposes of Item 7 of Section 611 of the Act and for all other purposes, approval is given the issue of the Consideration Shares to Donaco International Limited on the terms and conditions set out in the Sale Agreement and outlined in the Explanatory Memorandum."*

Without limitation, Item 7 of Section 611 of the Act is relevant to this Resolution.

Resolution 6 – Control Approval resolution for Convent Fine, Slim Twinkle and Lim Keong Yew

To consider and, if thought fit, pass the following as an ordinary resolution:

> *"That, conditional on the passage of Resolutions 1 to 5 and 7 to 12 (inclusive), for the purposes of Item 7 of Section 611 of the Act and for all other purposes, approval is given for each of Convent Fine, Slim Twinkle, Lim Keong Yew and Lim Keong Hoe to acquire voting power in the Company in excess of 20% on the terms and conditions set out in the Explanatory Memorandum."*

Without limitation, Section 611, Item 7 of the Act is relevant to this Resolution.

Resolution 7 – Control Approval resolution for Jox Holdings

To consider and, if thought fit, pass the following as an ordinary resolution:

> *"That, conditional on the passage of Resolutions 1 to 6 and 8 to 12 (inclusive), for the purposes of Item 7 of Section 611 of the Act and for all other purposes, approval is given for Jox Holdings to acquire voting power in the Company in excess of 20% on the terms and conditions set out in the Explanatory Memorandum."*

Without limitation, Section 611, Item 7 of the Act is relevant to this Resolution.

Resolution 8 – Public Offer

To consider and, if thought fit, pass the following as an ordinary resolution:

> "*That, conditional on the passage of Resolutions 1 to 7 and 9 to 12 for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of Shares with an issue price of not less than $0.20 to investors pursuant to a prospectus to be prepared by the Company in accordance with the requirements of Chapter 6D of the Corporations Act, to raise up to $2,000,000 on the terms set out in this Explanatory Memorandum."*

Without limitation, Listing Rule 7.1 is relevant to this Resolution.

Resolution 9 – Appointment of Ng Chin Kong as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution:

> "*That, conditional on the passage of Resolutions 1 to 8 and 10 to 12 (inclusive) Mr Ng Chin Kong be appointed as a Director of the Company with effect from completion of the Sale Agreement."*

Resolution 10 – Appointment of Lee Chin Wee as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

> "*That, conditional on the passage of Resolutions 1 to 9 (inclusive), 11 and 12 Mr Lee Chin Wee be appointed as a Director of the Company with effect from completion of the Sale Agreement."*

Resolution 11 – Appointment of Lim Keong Yew as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

> "*That, conditional on the passage of Resolutions 1 to 10 (inclusive) and 12, Mr Lim Keong Yew be appointed as a Director of the Company with effect from completion of the Sale Agreement."*

Resolution 12 – Appointment of Chong Kwong Yong as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

> "*That, conditional on the passage of Resolutions 1 – 11 (inclusive), Mr Chong Kwong Yong be appointed as a Director of the Company with effect from completion of the Sale Agreement.*"

Resolution 13 – Approval for Jox Holdings to participate in the Public Offer

To consider and, if thought fit, to pass the following as an ordinary resolution:

> *"For the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of up to 5,000,000 Shares, each with an issue price of not less than $0.20 to Jox Holdings, pursuant to a prospectus to be prepared by the Company in accordance with the requirements of Chapter 6D of the Corporations Act and on the terms and conditions set out in the Explanatory Statement."*

Without limitation, ASX Listing Rule 10.11 is relevant to this Resolution.

Resolution 14 – Change of name

To consider and, if thought fit, pass the following resolution as a special resolution:

> *"In accordance with Section 157 of the Act and for all other purposes, the Company change its name to iSentric Limited."*

Without limitation, Section 157 of the Act is relevant to this Resolution.

2. Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

3. Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the General Meeting, Shares will be taken to be held by the persons who are the registered holders at 7.00pm (Sydney time) on 18 August 2014. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting restrictions and exclusions in respect of the Resolutions are set out below for each resolution.

4. Voting Restrictions

The following voting exclusions apply pursuant to the Act and the Listing Rules.

- The Company will disregard any votes cast on Resolution 2 by or on behalf of Mr Terry Cuthbertson, Mr Gary Stewart and Mr Michael Doery.

- The Company will disregard any votes cast on Resolutions 5 – 7 (inclusive) and Resolution 12 by the person proposing to make the acquisition and their Associates or the persons from whom the acquisition is to be made and their Associates.

- The Company will disregard any votes cast on Resolution 8 by a person who may participate in the Public Offer and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of those persons.

However, the Company need not disregard any of the above mentioned votes if the vote is cast by a person as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Important Notes on the Resolutions

Shareholders should carefully consider the enclosed Independent Expert's Report prepared by the Independent Expert for the purposes of considering the Resolutions. The Independent Expert concludes that the proposed Corporate Restructure and Acquisition is fair to the Shareholders of the Company.

The Board recommends unanimously that all Shareholders vote in favour of all Resolutions, on the basis set out in the enclosed Explanatory Memorandum.

In relation to the Resolution 4, this recommendation is made in the absence of a superior proposal.

6. How to vote

Shareholders entitled to vote at the General Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the Proxy Form accompanying this Notice. A proxy may be an individual or a body corporate.

7. Voting in person (or by attorney)

Shareholders or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the General Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 2pm (Sydney time) on 18 August 2014 to the Company.

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the General Meeting to be held at Watson Mangioni Lawyers Pty Limited, Level 13, 50 Carrington Street, Sydney New South Wales 2000 Australia on 20 August 2014 commencing at 2pm (Sydney time).

- A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:
    - died;
    - became mentally incapacitated;
    - revoked the proxy or power; or
    - transferred the Shares in respect of which the vote was cast,

  unless the Company received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

Voting by proxy

- Shareholders wishing to vote by proxy at this meeting must:
    - complete and sign or validly authenticate the Proxy Form, which is enclosed with this Booklet; and
    - deliver the signed and completed Proxy Form to the Company by 2pm (Sydney time) on 18 August 2014 in accordance with the instructions below.
- A person appointed as a proxy may be an individual or a body corporate.

8. Submitting proxy votes

Shareholders wishing to submit proxy votes for the General Meeting must return the enclosed Proxy Form to the Company in any of the following ways:

by post at:

Locked Bag A 14, Sydney South NSW 1235

or by hand deliver:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000

or by facsimile to:

02 9287 0309

or online:

by visiting www.linkmarketservices.com.au

9. Notes

Notes for proxies

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote at the meeting on that Shareholder's behalf.

2. A proxy need not be a Shareholder.

3. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Shareholder's proxy.

4. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

5 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does:

   o The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and

   o If the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.

6. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

   o if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed; and

   o if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed.

7. If a proxy appointment is signed or validly authenticated by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one of more Directors or the Company Secretary.

   If:

- a Shareholder nominates the Chairman of the meeting as the Shareholder's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Shareholder but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the Proxy Form,

then the person acting as Chairman in respect of an item of business at the meeting must act as proxy under the appointment in respect of that item of business.

8. Proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Director which do not contain a direction will be voted in support of the Corporate Restructure and Acquisition resolutions (in the absence of a superior proposal prior to the date of the meeting).

9. Once a Shareholder has completed their proxy vote, they may post it back to the Company by using the enclosed Reply Paid envelope.

Corporate representatives

1. To vote in person at the General Meeting, a Shareholder or proxy which is a body corporate may appoint an individual to act as its representative.

2. To vote by corporate representative at the meeting, a corporate Shareholder or proxy should obtain an Appointment of Corporate Representative Form from the Registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged with the Registry prior to the meeting or at the registration desk on the day of the meeting.

3. The appointment of a representative may set out restrictions on the representative's powers.

4. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

5. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

By order of the Board

Company Secretary
OMI Holdings Limited