

OM HOLDINGS LIMITED

(ARBN 081 028 337)



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

19 April 2016

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

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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

The Annual General Meeting has been convened to be held on Thursday, 19 May 2016 at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769, commencing at 10.00am (Singapore time).

Yours faithfully

OM HOLDINGS LIMITED



Heng Siow Kwee/Julie Wolseley
Company Secretary



BACKGROUND PROFILE OF OM HOLDINGS LIMITED

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

OMH is involved in mining manganese product in Australia and South Africa and smelting in Sarawak, East Malaysia.

The smelter in Sarawak is 75% owned by OMH and physical construction of Phase 1 of the ferrosilicon production facility has been completed.

Having commenced construction in Q3 2012, first tapping was achieved on 22 September 2014. The facilities' capacity of 308,000 tonnes per annum will make it one of the largest ferrosilicon smelters in the world. Manganese Alloy production is under review and is expected to commence in 2016.

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

OMH also owns a 26% investment in Main Street 774 (Pty) Limited, which, in turn owns 50.1% interest in the world class Tshipi Borwa ("Tshipi") manganese mine in South Africa. This mine has the capacity to produce up to 2,400,000 tonnes of manganese product per annum when the permanent processing plant is completed.

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



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Thursday, 19 May 2016

Time of Meeting
10.00am (Singapore time)

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

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

OM HOLDINGS LIMITED

ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of OM Holdings Limited ARBN 081 028 337 ("**Company**") will be held at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 19 May 2016 commencing at 10.00am (Singapore time), for the purpose of transacting the following business.

ITEMS OF BUSINESS:

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

RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

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

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

- (a) the statement of financial position of the Company as at 31 December 2015;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2015; and
- (c) the reports of the directors of the Company ("**Directors**") and the report of the auditor of the Company ("**Auditor**") on the financial statements of the Company and on the consolidated financial statements of the Company and its controlled entities."

RESOLUTION 2 – RE-ELECTION OF MR THOMAS TEO LIANG HUAT AS A DIRECTOR

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

"That, in accordance with Bye-law 88, Mr Thomas Teo Liang Huat retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF MR ZAINUL ABIDIN RASHEED AS A DIRECTOR

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

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

RESOLUTION 4 – APPROVAL OF RE-APPOINTMENT OF AUDITOR

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

"That, in accordance with Bye-laws 155 and 157, shareholders of the Company ("**Shareholders**") re-appoint Foo Kon Tan LLP (formerly known as Foo Kon Tan Grant Thornton LLP) as Auditor with a remuneration to be determined by the Directors."


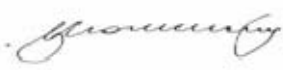
ITEMS OF OTHER BUSINESS:

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

Definitions

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

By order of the Board

Heng Siow Kwee/Julie Wolseley

COMPANY SECRETARY

Dated: 19 April 2016

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Members entitled to attend and vote at the Annual General Meeting shall be those Members recorded on the register of Members at 7.00pm (Singapore / Perth time) on **Tuesday, 17 May 2016**. Only those Members will be entitled to vote at the Annual General Meeting on **Thursday, 19 May 2016**.
- A Member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote at the Annual General Meeting.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Member's voting rights.
- A proxy may, but need not be, a Member of the Company.
- The proxy form must be signed by the Member or their attorney duly authorised. Proxies given by a corporation must be signed either under seal or under the hand of an officer or their attorney duly authorised.
- To be valid, the form appointing the proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged with the Company at its office at #08 – 08, Parkway Parade, 80 Marine Parade Road, 449269 Singapore or the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 11, 172 St George's Terrace, Perth, Western Australia 6000 not later than 48 hours before the time for holding the Annual General Meeting.
- For the convenience of Shareholders, a Proxy Form accompanies the Notice.

OM HOLDINGS LIMITED
ARBN 081 028 337
EXPLANATORY STATEMENT

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

1. Resolution 1 – Approval of 2015 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the 2015 financial statements are available on the Company's website at www.omholdingsltd.com.

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

BACKGROUND TO RESOLUTIONS 2 AND 3

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

The Directors to retire by such rotation at the Meeting are those Directors who have been longest in office since their last election (and, if applicable, Directors elected on the same day may agree among themselves or determine by lot which of them must retire). The Director longest in office since their last election was Mr Thomas Teo Liang Huat, who was re-elected at the Company's 2013 annual general meeting. Furthermore, Messrs Zainul Abidin Rasheed and Peter Church (who were both re-elected at the Company's 2014 annual general meeting) have agreed among themselves that Mr Zainul Abidin Rasheed would retire by rotation.

Accordingly, Mr Thomas Teo Liang Huat and Mr Zainul Abidin Rasheed will retire by rotation at the end of the Meeting, however, each being eligible, offer themselves for re-election at the Meeting.

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

2. Resolution 2 – Re-election of Mr Thomas Teo Liang Huat as a Director

As described above, Mr Thomas Teo Liang Huat, being an Independent Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Teo also chairs the Audit Committee. Mr Teo receives no additional fees, other than his Non-Executive Director's fees, for his services to the Audit Committee.

Mr Teo was appointed as a Non-Executive Director of the Company on 17 July 2008 and was subsequently re-elected at the Company's 2011 annual general meeting. Mr Teo is the Chief Financial Officer of GK Goh Holdings Limited, a Singapore listed company, which together with its subsidiaries, is involved primarily with investment holdings and the provision of aged care services, corporate business solutions and accounting-related services. His executive responsibilities extend to the financial management and implementation of investment strategies. Prior to joining GK Goh Holdings, Mr Teo was a senior investment executive with a regional private equity group responsible for direct investment in companies in the Asean region. Mr Teo started his career with Ernst & Young, Singapore and has had extensive experience in audit and corporate finance.

Mr Teo holds a Master of Business in Information Technology from the Royal Melbourne Institute of Technology, Victoria, Australia and a Degree of Accountancy from the National University of Singapore. He is also a Fellow of the Institute of Singapore Chartered Accountants.

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

3. Resolution 3 – Re-election of Mr Zainul Abidin Rasheed as a Director

As described above, Mr Zainul Abidin Rasheed, being an independent Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Zainul, while serving as the independent Deputy Chairman of the Company, also sits on the Company's Audit and Remuneration Committees. Mr Zainul receives no additional fees, other than his Non-Executive Director's fees, for his services to the Audit and Remuneration Committees.

Mr Zainul was appointed as a Non-Executive Director of the Company on 3 October 2011 and was subsequently re-elected at the Company's 2014 annual general meeting. Mr Zainul was a Member of Parliament between 1997 to 2011, having held positions of Senior Parliamentary Secretary and Minister of State, before retiring in 2011 as the Senior Minister of State for the Ministry of Foreign Affairs of Singapore.

Prior to becoming a Member of Parliament, Mr Zainul had a long and successful career in journalism, which included the positions of Editor of Berita Harian, The Singapore Business, The Sunday Times and Associate Editor of The Straits Times.

Mr Zainul had previously served on the boards of numerous government agencies, councils and civil organisations including as Executive Secretary of the Singapore Port Workers' Union, President of the Singapore Islamic Religious Council, CEO of the Council for Development of the Malay/Muslim Community (Mendaki), Chairman of the Malay Heritage Foundation, the Council for Security Co-operation in the Asia Pacific, the National University of Singapore as well as being the Patron of the Singapore Rugby Union and the Singapore Hockey Federation.

Mr Zainul currently sits on the Boards of Temasek Cares, a charity foundation, and the National Voluntary and Philanthropic Centre. Mr Zainul is also a member of the New-York-based Asia Society Global Council.

As the Company continues to execute its growth strategy through the development of the Sarawak Project, Mr Zainul's global network and international experience, especially in South East Asia, Africa and the Middle East, is expected to continue to be an invaluable asset to the Board and the Company.

Mr Zainul holds a Bachelor of Arts (Honours) in Economics and Malay Studies from the National University of Singapore.

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

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

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

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

The audit fees to Foo Kon Tan LLP for the year ended 31 December 2015 totalled A\$217,000.00. During 2015, Foo Kon Tan LLP provided no other services to the Company other than audit services.

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

GLOSSARY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

OM HOLDINGS LIMITED
(ARBN 081 028 337)



#08 – 08 Parkway Parade
80 Marine Parade Road, 449269 Singapore
Tel: 65-6346 5515 Fax: 65-6342 2242
Email address: om@ommaterials.com
Website: www.omholdingsltd.com
ASX Code: OMH



OM Holdings Limited
ARBN 081 028 337

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

Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 10:00am (Singapore/Perth time) Tuesday, 17 May 2016

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

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

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

Attending the Meeting

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

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

Turn over to complete the form →



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

www.omholdingsltd.com

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



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

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



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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



the Chairman
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OM Holdings Limited to be held at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 19 May 2016 at 10:00am (Singapore/Perth time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Approval of Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Thomas Teo Liang Huat as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Zainul Abidin Rasheed as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

OMH

2 1 2 4 0 0 A

Computershare +