OM HOLDINGS LIMITED

(ARBN 081 028 337)

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119 – Annual Report 2015

26 April 2016

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

Dear Sir/Madam

2015 ANNUAL REPORT

Please find attached a copy of the 2015 Annual Report for OM Holdings Limited.

Yours faithfully
OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley
Company Secretary

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ASX Code: OMH

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.

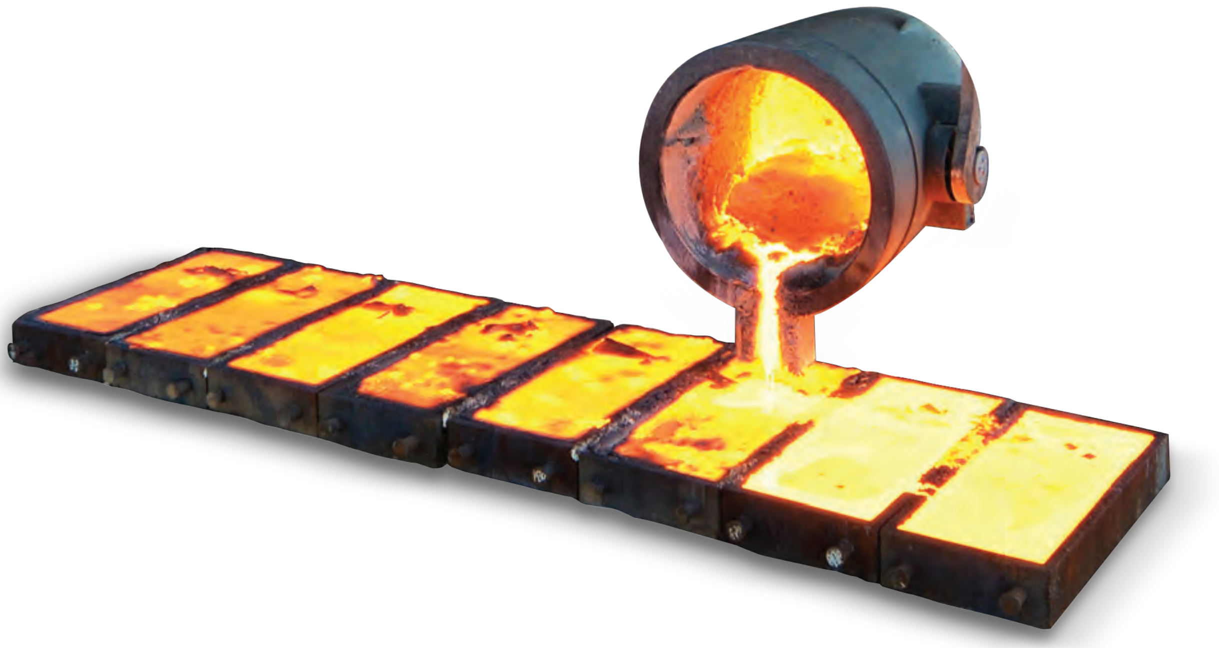
OMH, through a wholly owned subsidiary, owns the Bootu Creek manganese mine in the Northern Territory. This mine has the capacity to produce up to 1,000,000 tonnes of manganese product per annum.

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

(incorporated in Bermuda) A.R.B.N 081 028 337



ANNUAL REPORT 2015

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Chairman and Chief Executive Officer's Report

Our smelting project at Sarawak is shaping up to be a strong asset, resilient in the face of volatility.

Dear Shareholders,

2015 has turned out to be one of the most severe and challenging years for commodity markets in recent history, with prices coming under tremendous downward pressure across several classes of commodities types. The highly correlated nature of price movements showed that they were in part driven by the larger commodity cycle. Within our markets, these trends were influenced by several key factors. China slowed down to below 7% growth, and its steel supply overhang, while partially addressed, remains excessive relative to demand. Consequently it continues to affect global markets. Credit remains tight in the commodity space especially in steel and energy related sectors. Last but not least, China's gradual easing of support to allow unprofitable firms to default meant that some firms faced real default risks at the end of 2015. The ripples caused by such distress meant that across the spectrum market participants chased cash instead of returns, driving prices to their logical conclusion.

Chairman and Chief Executive Officer's Report

Our markets

Against the backdrop of this cyclical downturn, 2015 also saw strong supply side corrections coupled with inventory run-down, and in the case of China this is especially visible in the private sector, unhampered by public sector considerations. With anxiety abound and no end in sight to downward price pressure, buyers reschedule purchases, causing a vicious cycle where price and inventory race for the bottom. This reached unsustainable levels at the end of 2015 for both ores and alloys. Manganese ore port inventory at the end of 2015 was forecasted to fall below the levels required to sustain already depressed alloy production. Exhausted inventory levels and a mismatched restocking cycle will pave the way for recovery in 2016, and already we have seen upward price correction at the start of 2016. Demand and supply will continue to seek a new equilibrium and until it is found markets will remain volatile.

According to Worldsteel, the 2015 global crude steel production number fell by 2.6% to 1,597 million tonnes. In line with its stated production reduction goals and in part due to market pressure, China's steel output fell by 19 million tonnes to 804 million tonnes. China released its latest five-year plan at the end of 2015, committing to restructure its economic model and proposing a required growth rate of 6.5% over the five-year period ending 2020 in order to build a "moderately prosperous society". Plans include battling pollution caused by heavy industries, as well as addressing overcapacity in these industries. Steel demand remains weak, but has found some stability in the first quarter of 2016.

The 2015 International Manganese Institute annual report is expected to report a significant reduction of world production of manganese ore. With the cyclical downturn seeing manganese ore prices falling well below operating cost levels, this supply response to price pressure is a positive development and we expect high cost marginal suppliers to exit the market. According to the Metal Bulletin index, prices of manganese ore have been on the decline throughout 2015, falling from USD3.85/dmtu in Q1 2015 to USD1.85/dmtu at the lowest before recovering to USD3.88/dmtu at the end of March 2016.

Ferrosilicon experienced a similar price trajectory, with Chinese suppliers practicing supply discipline and small unprofitable smelters exiting the market, leading the way to more sustainable pricing.

What we did in 2015

Our smelting project at Sarawak is shaping up to be a strong asset, resilient in the face of market volatility given its long-term cost fundamentals: competitive and sustainable hydro-power, as well as being well positioned to both consumers and suppliers. The project will bring new challenges to traditional players in both manganese ore and alloy markets, disrupting existing supply chains and creating a new ore market for manganese miners looking to reduce their dependency on China. For ferrosilicon consumers, it presents a highly visible and reliable alternative to more reticent traditional supply sources that have historically been affected by domestic risk factors.

Consequently, the project enjoyed significant coverage and interest from the industry, and after a presentation at the 31st International Ferroalloy Conference in Prague at the end of 2015, Metal Bulletin organised a field trip to Sarawak in March 2016 in conjunction with the 17th Asian Ferroalloys Conference held in Singapore.

As projected this time last year, at the end of Dec 2015 all eight workshops (two furnaces to one workshop) of the project have been tested and cold commissioned. While six workshops were in operation at the end of 2015, in response to market conditions and in preparation to commence our plan for conversion to manganese alloy production, three workshops have been shut down for conversion, pending final approval from the project lenders. Two workshops will commence commercial production once market conditions improve. Throughout 2015, modifications were made continuously to adapt to the local production environment, and these resulted in significant net savings and operational efficiency improvements.

During the year, 104,554 tonnes of ferrosilicon were produced and exported to various customers around the world. Given its location, OM Sarawak focuses on marketing to anchor customers in the East Asian market, while simultaneously leveraging its location between major shipping routes to achieve better returns in times of temporary market dislocation.

The success we achieved in successfully ramping up production and overcoming initial hurdles is due entirely to our dedicated management and staff, as well as our committed partner Cahya Mata Sarawak Berhad.
The decisions made in 2014 for our Bootu Creek Mine and

Chairman and Chief Executive Officer's Report

Qinzhou smelter were re-visited and evaluated again in 2015, and we carried through with our stated plans of continuing the cost reduction process for Bootu Creek Mine and restarting Qinzhou in the middle of 2015.

In 2015, Bootu Creek produced 760,870 tonnes of manganese ore with an average Mn content of 35.71%, at a C1 cash cost of A$3.23/dmtu for the year, down from A$4.12/dmtu in 2014 when we commenced the transition to owner-operated production model. In spite of the hard work and realised cost savings, the decision to suspend operations was made on 15 December 2015 against the backdrop of continued manganese ore price uncertainty. Over the 2015 financial year, 639,051 tonnes of ore was exported from Darwin.

The Tshipi Borwa mine exported a total of 1,828,630 tonnes of manganese ore in 2015, marketed solely by OM Tshipi (S) Pte Ltd to dedicated end users around the world. Construction on the primary crushing circuit for a larger processing plant was also completed in the middle of the year.

Our Qinzhou smelter in China restarted production on schedule after completing maintenance during the high power cost season, in line with our expectations this time last year. Taking advantage of market conditions, the smelter was in operation for 5 months in 2015, producing 18,551 tonnes of ferro alloy with sales of 21,468 tonnes. During downtime the Qinzhou setup also performs the secondary function of advising and supplying our new plant at OM Sarawak, offering technical solutions and exporting specialised machinery and equipment, utilising the experience built up over years of operation.

Overall marketing presence was maintained in the Chinese manganese ore market, where we accounted for 11.2% of China's total seaborne manganese ore imports. In terms of ferrosilicon distribution, we were able to penetrate all major ferrosilicon markets in the first year of marketing, diversifying our previously China-dependent revenue.

2016 and beyond

Our immediate focus remains on the ramping up of all 16 furnaces at Sarawak and establishing a good production balance between silicon and manganese alloys, targeting to be the lowest cost for our end users. In the longer run, we will continue to explore the possibility of venturing into higher value products such as metallic silicon for diversification and to generate greater returns. The overall smelting strategy will be reviewed, to ensure that our existing smelter in China will be able to complement Sarawak in terms of technical capabilities and market coverage in different jurisdictions. The overall strategy will give tremendous flexibility to the company to realise the greatest return from manganese and silicon alloys by optimising production mix and distribution.

Manganese ore remains a core business in spite of headwinds, and we are confident of continued long term opportunities in our markets. We look to extract remaining value from OMM post administration, with a view to commence operations when market conditions return to sustainable levels. To prepare for this we have run our feasibility studies and plans are in place to restart once the restructuring process is complete and the market is more stable.

Our partners and stakeholders have been very supportive even under the current market environment, and we have continued to forge strong ties with them. We will continue engaging them as part of our corporate strategy to restructure short and long term debts in order to strengthen our financial position and improve liquidity in order to tide over the current challenging conditions.
The past year has been a difficult one, and we are immensely grateful to our staff, shareholders, partners, and bankers for their patience and continued support for the OM Group.

LOW NGEE TONG
Executive Chairman

Directors

Low Ngee Tong
Executive Chairman

Mr Low is a qualified Mechanical Engineer, having graduated from the National University of Singapore. He has over 36 years of experience in the steel, ferro alloy and building materials industries in Asia. That experience was gained with Chiyoda Limited, a global Japanese civil engineering group, Intraco Limited, Intraco Resources Pte Limited, and C Itoh Limited, a significant Japanese metals trading house. Mr Low has demonstrated an excellent network for marketing in China. He was the Chief Executive Officer of OMH since its incorporation and subsequent listing in 1998. In October 2008, Mr Low became the Executive Chairman of OMH. Mr Low's business relationships and reputation with several large multinational corporations in Asia have enabled OMH to successfully establish its profitable operations based in Singapore and extending to China and Australia.

Zainul Abidin Rasheed
Independent Deputy Chairman

Mr Zainul Abidin graduated with a Bachelor of Arts (Honours) in Economics and Malay Studies from the University of Singapore. Mr Zainal was, until 2011, a Member of Parliament (from 1997) and served as Senior Minister of the State for the Ministry of Foreign Affairs of the Government of Singapore, a position he held since 2006. Prior to becoming a politician, Mr Zainul Abidin had an outstanding 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 currently serves as the Ambassador to Kuwait (Non-Resident) and the Foreign Minister's Special Envoy to the Middle East.

Mr Zainul served numerous government agencies, councils and civil organisations including Executive Secretary of the Singapore Port Workers' Union, a member of the Board of Directors of the Port of Singapore Authority, President of the Singapore Islamic Religious Council, Chairman of the Malay Heritage Foundation, Chief Executive Officer of the Council for the Development of the Malay/Muslim Community (MENDAKI), the Council for Security Co-operation in the Asia Pacific, the National University of Singapore Council as well as being the Patron of the Singapore Rugby Union and Adviser to the Hockey Federation. Mr Zainul is currently a member of the New York-based Asia Society Global Council and Corporate Adviser to Singapore's Temasek International Pte Ltd.

Mr Zainul Abidin is a member of the Company's Audit and Remuneration Committee.

Julie Anne Wolseley
Non-Executive Director
& Joint Company Secretary

Ms Wolseley holds a Bachelor of Commerce degree and is a Chartered Accountant. She is the Principal of a corporate advisory company and has over 24 years of experience as Company Secretary to a number of ASX-listed companies operating primarily in the resources sector. Previously Ms Wolseley was an Audit Manager both in Australia and overseas for an international accounting firm. Her expertise includes corporate secretarial, management accounting, financial and management reporting in the mining industry, IPOs, capital raisings, cash flow modelling and corporate governance. Ms Wolseley is also a Member of the Australian Institute of Company Directors and has been the Joint Company Secretary of OMH since 2001. She was appointed as a Non-Executive Director on 24 February 2005.

Tan Peng Chin
Independent Non-Executive Director

Mr Tan Peng Chin was the founder, managing director and consultant of Tan Peng Chin LLC until he retired from the firm on 31 December 2015. Mr Tan's legal expertise includes corporate finance, banking, company and commercial laws, international trade, joint ventures and issues concerning shareholders. In addition, Mr Tan had acted in numerous complicated cross border transactions in the course of his legal career spanning more than 35 years. Mr Tan had served as Independent Director in numerous listed companies since 1996.

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

With his board experience in various companies in Asia and his legal expertise, Mr Tan is able to assist the Company in its strategic pursuits. He has been a Non-Executive Director since 14 September 2007. Mr Tan is the Chairman of the Remuneration Committee.

Directors

Thomas Teo Liang Huat
Independent Non-Executive Director

Mr Teo holds a Master of Business in Information Technology from the Royal Melbourne Institute of Technology and a Bachelor of Accountancy degree from the National University of Singapore. He is also a fellow member of the Institute of Singapore Chartered Accountants. Mr Teo is the Chief Financial Officer of G.K. Goh Holdings Limited, a Singapore-listed group involved primarily with investment holdings and the provision of financial-related services. Mr Teo's executive responsibilities extend to financial and investment management as well as being a representative on various subsidiaries and associates. Mr Teo joined the Board on 17 July 2008. Mr Teo is the Chairman of the Audit Committee and a member of the Remuneration Committee.

Peter Church OAM
Independent Non-Executive Director

Mr Church is an Australian commercial lawyer who resides in Singapore. Mr Church has had a career spanning more than 30 years encompassing significant experience throughout South East Asia and India, including providing legal and corporate services on numerous regional projects including many in the resources sector. Mr Church was a senior partner with the leading Australian and regional law firm now known as Herbert Smith Freehills, and was its Asian Regional Managing Partner at the time he retired from the firm.

Mr Church holds a Bachelor of Commerce (from the University of New South Wales) a Bachelor of Laws (from the University of Sydney) and a Master of Laws (from the University of London). Mr Church is also a fellow of the Australian Institute of Company Directors.

In 1994 Mr Church was awarded the Medal of the Order of Australia (OAM) by the Australian Government for his promotion of business between Australia and South East Asia. Presently, Mr Church is the Chairman of AFG Venture Group, an Australian and Asia corporate advisory firm with various activities throughout Australia, South East Asia and India. He is also Special Counsel to Stephenson Harwood, an English law firm with operations in multiple jurisdictions including London, Hong Kong and Singapore. Mr Church is also a non-executive director of a number of corporations and not for profit organisations, including the Singapore International Chamber of Commerce.

Mr Church joined the Board on 12 December 2011.

Mr Church is a member of the Audit Committee. Mr Church is viewed as having substantial legal, corporate and business experience enabling him to make a strong strategic contribution to the Company.

Ivo Philipps
Non-Executive Director

Mr Philipps works for Standard Chartered bank where he heads up the mezzanine finance business. He is based in Singapore and works with clients across Asia, Africa and the Middle East. Prior to joining Standard Chartered Bank he worked for Barclays Bank, based in London.

Mr Philipps holds a MBA from INSEAD and a Bachelor of Commerce degree in Economics and Politics from the University of Bristol in the U.K.

He was appointed as a Non –Executive Director of OMH on 20 May 2014.

Key Management

NAME	POSITION
Heng Siow Kwee	Group HR Director, Managing Director, OMS
Betty Tan	Group Financial Controller, OMH
Eugene Tan	Financial Controller, OMH
Edward Young	Director, Trades & Logistics, OMS
Don Heng	Director, Logistics, OMS
Tan Meng Khong	Director, Resources, OMS
Lu Rui Lin	Deputy Director, Trades, OMS
Colin Ouwehand	General Manager, Trades, OMS
Goh Ping Choon	General Manager, Trades, OMS
Fanie Van Jaarsveld	Managing Director, OMM
Frank Botica	Chief Financial Officer, OMM
Trevor Cook	Chief Operating Officer, OMM
Yang Li Zhong	Chairman, OMQ
Zheng Yuan Hua	Chairman, OMA
Pu Guo Liang	General Manager, OMA
Chen Xiao Dong	General Manager, OM Sarawak
Dai Han Ping	Deputy General Manager, OM Sarawak

Corporate Directory

Directors

Low Ngee Tong	(Executive Chairman)
Zainul Abidin Rasheed	(Independent Deputy Chairman)
Julie Anne Wolseley	
Tan Peng Chin	
Thomas Teo Liang Huat	
Peter Church OAM	
Ivo Philipps	

Company Secretaries

Heng Siow Kwee
Julie Anne Wolseley
Codan Services Limited
Lo Chi Man

ADDRESS OF COMPANY AND REGISTRIES

The address of the Corporate Office of the Company:

80 Marine Parade Road
#08-08 Parkway Parade
Singapore 449269
Telephone :(65) 6346 5515
Facsimile :(65) 6342 2242
Email :om@ommaterials.com

The address of the Bermuda Registered Office:

Clarendon House
2 Church Street, Hamilton HM 11
Bermuda

The address of the Company's Principal Share Registry in Bermuda:

Codan Services Limited
Clarendon House
2 Church Street, Hamilton HM 11
Bermuda

The address of the Company's Branch Share Registry in Australia:

Computershare Investor Services Pty Ltd
Level 11
172 St Georges Terrace
Perth, Western Australia 6000
Telephone :(618) 9323 2000
Facsimile :(618) 9323 2033
Website :www.computershare.com

Name of Bankers

Bank of China
BNP Paribas
CIMB Bank Berhad
Commonwealth Bank of Australia
Export-Import Bank of Malaysia Berhad
Malayan Banking Berhad
Rabobank International
RHB Bank Berhad
Standard Chartered Bank

Name and Address of Auditors

Foo Kon Tan LLP
Public Accountants and Chartered Accountants
47 Hill Street #05-01
Singapore Chinese Chamber
of Commerce & Industry Building
Singapore 179365

Name and Address of Appointed Australian Agent and Australian Registered Office:

OM Holdings (Australia) Pty Ltd
102 Angelo Street
South Perth, WA 6151
Facsimile :(618) 9367 5489

Name of Bermuda Resident Representative

Codan Services Limited

Website :www.omholdingsltd.com

ASX Code :OMH

Corporate Structure

OM HOLDINGS LIMITED
(Incorporated in Bermuda) A.R.B.N 081 028 337
Listed on ASX on 19 March 1998

- **Northern Iron Limited** (Incorporated in Australia) 10.8%
- **Shaw River Resources Limited** (Incorporated in Australia) 4%
- **OM (Manganese) Ltd** (Incorporated in Australia) 100%
- **OM Holdings (B.V.I) Ltd** (Incorporated in B.V.I) 100%
  - **OM Resources (HK) Limited** (Incorporated in Hong Kong) 100%
    - **OM Resources (M) Sdn.Bhd** (Incorporated in Malaysia) 100%
      - **OM (ANR) Resources Sdn.Bhd.** (Incorporated in Malaysia) 60%
    - **OM Materials (S) Pte Ltd** (Incorporated in Singapore) 100%
      - **OM Materials (Sarawak) Sdn.Bhd.** (Incorporated in Malaysia) 75%
      - **OM Materials (Samalaju) Sdn.Bhd.** (Incorporated in Malaysia) 75%
      - **OM Materials (Johor) Sdn.Bhd.** (Incorporated in Malaysia) 100%
      - **OM Materials (Qinzhou) Co Ltd** (Incorporated in China) 100%
      - **OM Materials Japan Co.,Ltd** (Incorporated in Japan) 33.3%
      - **OM Hujin Science & Trade (Shanghai) Co Ltd** (Incorporated in China) 70%
        - **Guizhou Jiahe Weiye Smelter Co.Ltd** (Incorporated in China) 75%
    - **OM Materials Trade (S) Pte Ltd** (Incorporated in Singapore) 100%
      - **OM Materials Trading (Qinzhou) Co Ltd** (Incorporated in China) 100%
      - **OM Materials (M) Sdn.Bhd.** (Incorporated in Malaysia) 100%
      - **OM Tshipi (S) Pte Ltd** (Incorporated in Singapore) 33.3%
      - **OM Sandur Pte Ltd** (Incorporated in Singapore) 60%
- **OM Holdings Investment Ltd** (Incorporated in B.V.I) 100%
- **OMH (Mauritius) Corp.** (Incorporated in Mauritius) 100%
  - **Main Street 774 (Pty) Limited** (Incorporated in South Africa) 26%

Investments
Subsidiaries
Associates

Financial Highlights

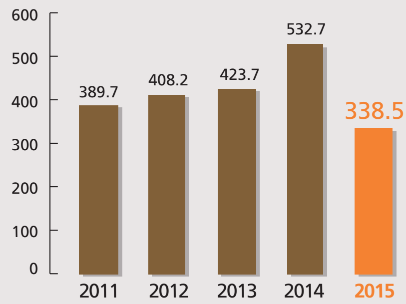
5 YEAR'S GROUP FINANCIAL HIGHLIGHTS

Financial years ended 31 December	2015	2014	2013	2012	2011
	A$'million	A$'million	A$'million	A$'million	A$'million
Revenue	338.5	532.7	423.7	408.2	389.7
Loss before taxation	(131.6)	(41.0)	(48.2)	(53.5)	(29.1)
Loss attributable to owners of the Company	(122.1)	(67.4)	(49.0)	(61.1)	(11.5)
Total assets	1,103.8	980.5	840.1	626.5	553.6
Shareholders' funds	87.2	207.1	275.8	304.6	252.8
Net tangible assets	87.2	205.1	273.8	302.5	250.7
	A$	A$	A$	A$	A$
Total assets per share	1.51	1.34	1.15	0.93	1.10
	A$ cents	A$ cents	A$ cents	A$ cents	A$ cents
Net tangible assets per share	11.92	28.04	37.43	45.05	49.93
Basic loss per share	(17.34)	(9.57)	(6.96)	(10.09)	(2.29)
	2015	2014	2013	2012	2011
Gross profit (A$ million)	6.1	36.1	34.4	50.6	59.6
Gross profit margin (%)	1.8	6.8	8.1	12.4	15.3

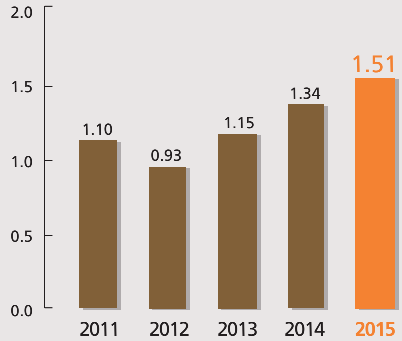
COMPARISON SALES TO INTERNATIONAL REGIONS WERE AS FOLLOWS:

Region	2015	2014	2013	2012	2011
	%	%	%	%	%
North Asia	80.4	99.4	99.7	100.0	100.0
Europe	10.7	-	-	-	-
Southeast Asia	5.6	-	-	-	-
Others	3.3	0.6	0.3	-	-
Total	100.0	100.0	100.0	100.0	100.0

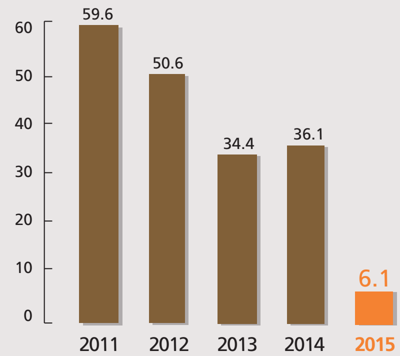
Revenue (A$'million)



Total Assets Per Share (A$)



Gross Profit (A$'million)



OMH Group Overview

OM Holdings Limited ("OMH" or the "Company") and its subsidiaries (collectively the "Group") have a long established history of more than 17 years in exploration, project development, operations, and marketing and trading. With integrated operations comprising exploration, mining, processing, smelting, sintering and marketing and trading, the Group is able to capture significant value and margins along the entire value chain.

The Group's three core operating businesses are the exploration and mining of manganese ore, the production of ferroalloys, and the marketing and trading of manganese ores and ferroalloys.

Of the leading global manganese producers, it is the sole manganese-focused producer listed on the Australian Securities Exchange ("ASX").

KEY OPERATING ENTITIES OF OM HOLDINGS GROUP

The main operating entities within the OMH Group are explained below. The entities are spread throughout the entire value chain.

- **OM Materials (Sarawak) Sdn Bhd ("OM Sarawak")** – The Group has established a ferroalloy smelter in Sarawak, Malaysia which has the capability to produce approximately 308,000 tonnes of ferrosilicon alloys, and approximately 300,000 tonnes of manganese ferroalloys for consumption by the global steel industry.

- **OM Materials (S) Pte Ltd ("OMS")** – OMS, a company based in Singapore is the strategic trading hub of the Group. It handles the logistics, marketing, product flow and product distribution of the Group. The focus of the OMS business is currently on alloy sales from OM Sarawak, and the marketing of manganese ore.

- **OM Materials Qinzhou Co Ltd ("OMQ")** – OMQ owns the Group's ferroalloy smelter in Qinzhou in Guangxi province, China. The smelter is located ~ 1km from the Qinzhou port, providing OMQ a competitive advantage in ease of accessing imported raw materials, in particular manganese ore. OMQ also provides the Group with intangible benefits like market intelligence and insight in smelter economics, particularly in China where industry information may not be readily available.

- **OM Materials (Qinzhou) Trading Co Ltd ("OMQT")** – OMQT is the distribution arm of OMS in China. The company support the operations of OMS and focus on the Southern China region.

- **OM (Manganese) Ltd ("OMM")** – OMM owns the Bootu Creek mine located in the Northern Territory, Australia. The Bootu Creek mine is located ~ 100km north of Tennant Creek, mining operations commenced in November 2005 and the first ore was processed in April 2006. On 15 December 2015, the mining operations at the Bootu Creek Manganese Mine were suspended due to the ongoing and material fall in the manganese price.

OMH Group Overview

VERTICALLY INTEGRATED BUSINESS MODEL

Exploration & Mining

Mining	Annual Targeted Production Rate (million tonnes)
(i) OMM - Bootu Creek Mine (ii) Main Street 774-Tshipi Mine[1]	1.0 2.4 (capacity)
Exploration	
(i) Bootu Creek Regional (ii) Renner Springs Project (iii) Helen Spring Project	

[1] OMH holds an effective interest of 13% of the Tshipi Project

Processing & Smelting

Processing and Smelting Plant	Annual Production Capacity ('000 tonnes)	
(i) OM Materials Sarawak, East Malaysia	Ferrosilicon	308
(ii) OMQ, China	Sinter ore	300
	Alloys	80

Marketing & Trading

(i) OMS in Singapore
(ii) OMA in Northern China
(iii) OMQT in Southern China
(iv) OM Tshipi in Singapore (marketing of Tshipi Mn Ore) [2]

[2] OMH holds an effective interest of 33.3% of OM Tshipi

Strategic Investments

(i) 10.80% holding in NFE (ASX: NFE) - iron ore mining company in Norway
(ii) 4.01% holding in SRR (ASX: SRR) - manganese exploration company in Namibia, Ghana and Western Australia
(iii) Effective 13% interest in Tshipi é Ntle Manganese Mining (Pty) Ltd.

Construction and Operational Review
OM Materials (Sarawak) Sdn Bhd

HIGHLIGHTS

- Physical construction of Phase 1 of the ferrosilicon production facility completed
- 12 furnaces completed testing and commissioning in year 2015
- 8 furnaces commenced commercial operation
- Implementation of financial and operational restructuring to tide over suppressed commodity market conditions
- Main workshops A01, A02 and A03 shut down for proposed conversion to manganese alloy furnaces
- On track to achieve the nameplate capacity of 55 tonnes per furnace per day
- At least 900 workers on site and operating the facility for 24 hours for two shifts
- 104,554 tonnes of ferrosilicon produced in year 2015

OVERVIEW

OM Materials (Sarawak) Sdn Bhd ("OM Sarawak"), 75:25 joint venture between OMH and Cahya Mata Sarawak Berhad ("CMSB"), a listed industrial conglomerate on the Main Market of the Malaysian Stock Exchange, Bursa Malaysia, is the owner of the Ferro Alloy Smelting Project in Sarawak, Malaysia (the "Project"). OM Sarawak aims to be a low cost ferrosilicon producer, and its current cost of production places it in the lowest quartile of the global industry cost curve of ferrosilicon producers.

The Project, which represents a major step in OMH's development as a world class producer of ferroalloys (ferrosilicon, silicomanganese and high carbon ferromanganese) entails the continued development of a manganese and silicon alloy smelter with an expected annual production capacity of approximately 600,000 tonnes in the Samalaju Industrial Park, Sarawak, Malaysia. The Project will be developed in two phases at an approximate total project cost of USD 592 million.

The Project is located on approximately 500 acres of land with a 60-year lease in the Samalaju Industrial Park, part of the Sarawak Corridor of Renewable Energy initiative of Sarawak, Malaysia.

The Project's unique competitive advantages include, but are not limited to, access to competitively priced long-term hydroelectric power supply (from the Bakun Hydroelectric Dam), coastal industrial land with direct access to a dedicated future port facility, geographical proximity to both raw materials and Asian steel mills, tax incentives, no import and/or export duties as well as comprehensive purpose built industrial infrastructure.

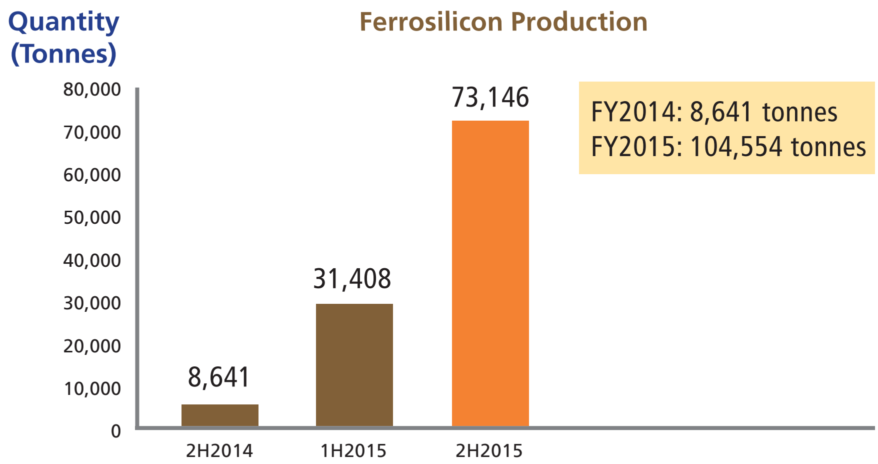
Besides the existing offtake agreements executed with JFE Shoji Trade Corporation, Hanwa Co., Ltd and Fesil Sales AS, the Project continues to receive interest in its products in spite of the depressed market. The ferrosilicon business is however inherently volatile as revenues fluctuate in line with market prices while cost structure remains relatively stable and does not depend on the market. On the other hand manganese alloy production, where the group has substantially more experience, is a pure margin play since changes attributable to market price movements are typically passed down to manganese ore suppliers. Markets and relative prices have changed significantly since the project was first conceived, and the Company is constantly evaluating the production mix in order to diversify and secure stable margins while retaining upside opportunity. At present, three main workshops in plant A have been shut down for proposed conversion to manganese alloy production, pending final approval from lenders.

Going forward, we envisage that market demand for both ferrosilicon and manganese alloys from the smelter will be driven by sustainable long-term growth from regional steel production. Strong marketing support from OMS has placed significant production tonnage on long-term contracts with the largest regional steel mills, with remaining tonnage sold on the spot market to maximise returns.

Beyond marketing ability and ore efficiencies, the Project is positioned to benefit from the external environment, with shifting industry dynamics and production reduction from traditional alloy sources like India and China.

Construction and Operational Review
OM Materials (Sarawak) Sdn Bhd






Plant Construction and Development

As at end December 2015, physical construction was completed for Phase 1 of the ferrosilicon production facility and the last two main workshops (B04 and B05) have been tested and cold commissioned. Three main workshops in Plant A were shut down at the end of 2015 in order to reduce supply in light of depressed market prices and to prepare for conversion to manganese alloy production, while workshops B04 and B05 are scheduled to commence production once market conditions stabilise.

Operations

During the year of 2015, the Project achieved prouction of 104,554 tonnes of ferrosilicon. The Project maintains its long-term production target of fulfilling the design production capacity of 308,000 tonnes of ferrosilicon per annum.

The resultant prolonged suppression of ferrosilicon market prices had directly led to lower revenues for the 73,388 tonnes of ferrosilicon exported during the year. The Company is far from unique in this regard and 2015 saw all major ferrosilicon producers face strong pressures at the operational level, with many producers around the world opting to reduce production or cease operations altogether. In addition, the strong dollar against the Malaysian Ringgit significantly increased the Company's financial burden in terms of hedging settlement. As a result, the Company recorded a loss for the year ending 31 December 2015.

During the year, OM Sarawak further reviewed its operational manpower plans to improve efficiency. Shutting down three workshops in plant A allowed the Company to lay off operators not performing up to expectations while simultaneously reducing overall manpower cost. As at end December 2015, total staff count stood at 994.

After a detailed and comprehensive analysis of the market and a feasibility study on furnace conversion, the Company has pushed forward an operational restructuring plan to convert six furnaces from producing ferrosilicon to manganese alloys. The proposed plan will realign the Company's business to the current market environment, diversify product offerings, fill the supply gap of manganese alloys in the region outside China and reduce the company's reliance on the suppressed ferrosilicon market. Against the backdrop of Sarawak's competitive power pricing and its logistical advantages, it is expected that the proposed conversion will boost total sales tonnage, increase market penetration, and capture a more diverse share of steelmakers' required input.

Processing Operations Review

HIGHLIGHTS

- OMQ operated one furnace for the 5 month period (May – September 2015), with a production volume of 18,551 tonnes, 22% of the previous year's total production volume.
- Due to weak demand for ferroalloy, our production output decreased, HCFeMn sales was 21,468 tonnes, 25% of the previous year's total sales.
- As part of Group's strategy, OMQ ceased production on October 2015.

OVERVIEW AND UPDATE IN 2015

The ferroalloy processing segment includes the operations of OMQ's smelter and sinter ore plant located in Qinzhou, and the Guizhou Jiahe Weiye ("GJW") smelter in Guiyang, of which the Group holds an effective interest of 52.5%.

Qinzhou is located in a pivotal region for ferroalloy smelters and ore distribution throughout the Chinese market. The OMQ plant is adjacent to a port operation, and has excellent transport logistics and access to power at competitive rates. The plant has a nameplate capacity of 60,000 tpa of alloys . The manganese sinter plant is regarded as one the largest in China and is designed to produce 300,000 tonnes of sintered ores annually.

OMQ's smelter plant encompasses two sets of 16.5MVA furnaces and one set of 3.5MVA furnace. The plant incorporates casting facilities, facilities for automated blending and feeding of ore, coke breeze and limestone, dust collection devices to meet environmental requirements, electrodes, transformers, refractory lined furnace vessels and stockpile areas for raw materials and finished products.

The sinter plant was commissioned in March 2010 and as part of the Company's effort to be an environmentally responsible entity, the plant is fully automated and technologically equipped to recycle the carbon monoxide gases emitted from the smelter furnaces. The gas which would otherwise have been emitted into the environment is used instead to fire up both the rotary kiln and for the production of manganese sinter ores.

Given the oversupply in the Chinese steel industry, the ferroalloy market remains weak and prices depressed. In October 2015, OMQ ceased production and completed necessary arrangements for staff. Given its operational experience, during downtime OMQ is able to provide technical support for OM Sarawak, as well as customise and expert equipment to improve Sarawak's operational efficiency.

Table 1. Production

	Years ended 31 December					
	Unit	2015	2014	2013	2012	2011
HCFeMn alloy	tonnes	18,551	85,839	94,119	80,801	73,838
Sinter ore	tonnes	Nil	86,772	245,158	230,524	255,655

Marketing and Trading Operations Review

HIGHLIGHTS

1,778,589 tonnes of ores (2014: 2,699,502 tonnes) and 69,667 tonnes of alloys (2014: 91,731 tonnes) were transacted during 2015.

OVERVIEW AND UPDATE IN 2015

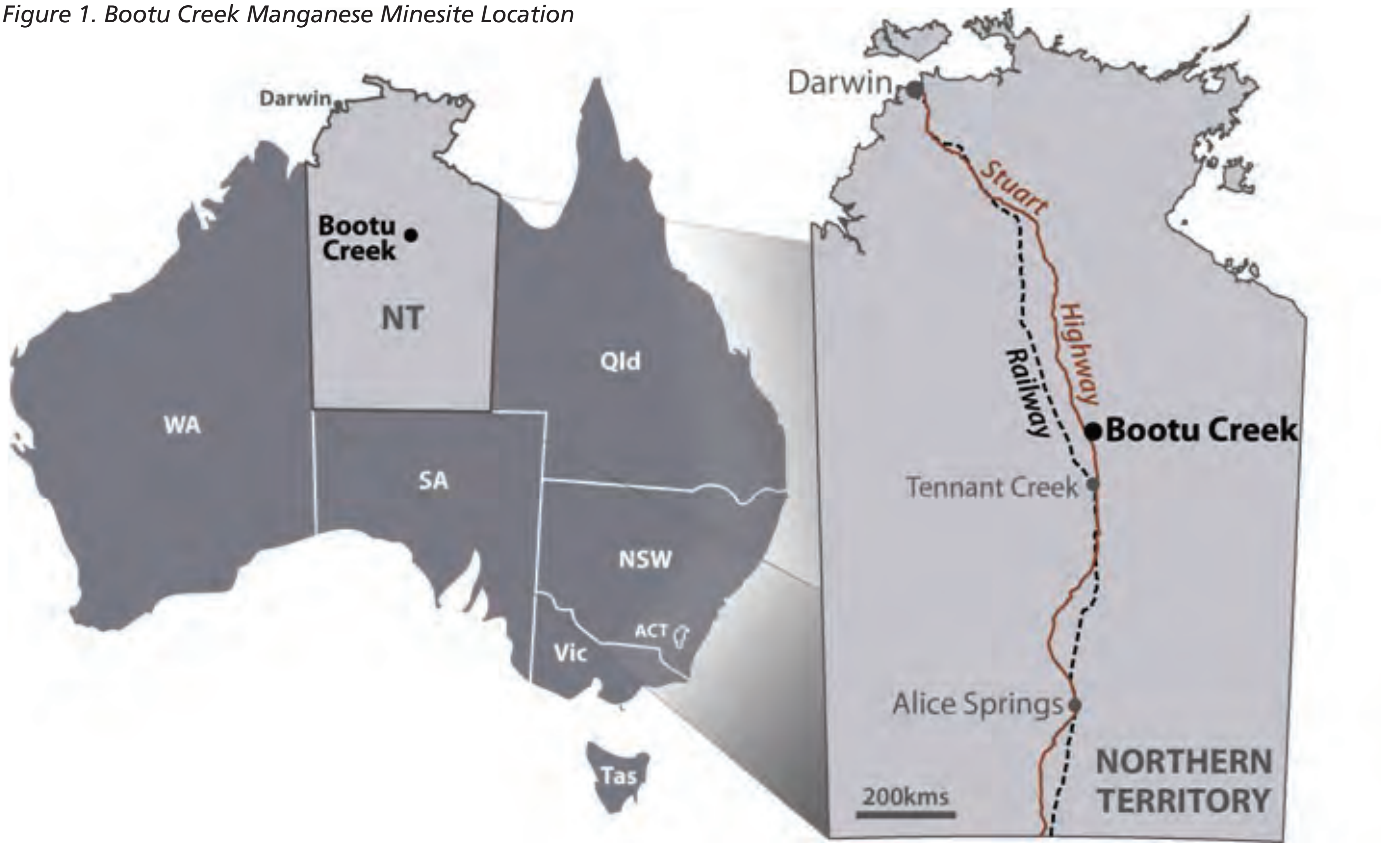
In spite of weak market conditions in 2015, the Group continued to leverage its expertise to supply the steel industry. In addition to manganese ore from OMM and the Tshipi Borwa mine, the Group actively marketed and sold ferrosilicon produced by OM Sarawak. 2015 marked the first full year of ferrosilicon sales, and significant market penetration was achieved with material shipped to all six continents. The initial marketing phase saw material being introduced to new buyers and trials conducted with major steelmakers, and this gradually eased into direct long-term contracts, all the while balancing tonnage committed on term contracts and tonnage dedicated for spot sales which generally gave us flexibility to search for the highest return. The primary geographic focus in 2015 was Asian and European markets.

For manganese ore, the Group maintained its presence in the Chinese import market despite weak market conditions. The Group exported 1.7 million tonnes of manganese ore in the year and accounted for 11.2% of China's total seaborne manganese ore imports.

2016 will be a challenging year as China continues to slow down. The Group will continue working to realise the full value of the smelting project in Sarawak, Malaysia by constantly reviewing market requirements and matching the right material to the right buyer in an efficient manner, leveraging technical marketing know-how and trading networks built over years of experience.

OMM Mining Operations Review

Figure 1. Bootu Creek Manganese Minesite Location



HIGHLIGHTS

- Annual production of 760,870 tonnes grading 35.71% Mn
- Sales of 639,051 tonnes grading 35.65% Mn
- Full year C1 unit cash operating cost A$3.14/dmtu
- On 15 December 2015, the mining operations at the Bootu Creek Manganese Mine were suspended due to the ongoing and material fall in the manganese price.

OVERVIEW

OM Manganese Ltd (OMM) is a wholly-owned subsidiary of the Company and one of the Group's core operating business with its main activities being exploration and mining of manganese ore at the Bootu Creek Mine. The Bootu Creek Mine is located 110km north of Tennant Creek in the Northern Territory of Australia. OMM's principal administration office is located in Perth, Western Australia.

The exploration and subsequent development of the Bootu Creek Project commenced in September 2001. Mining operations commenced in November 2005 and its first batch of ore was processed in April 2006.

The main mineral lease is located in the Bootu Creek area on Pastoral Leases, where the mining and processing operations are based and where the currently defined Mineral Resources and Ore Reserves exist. Two regional exploration project areas are located at Renner Springs and Helen Springs.

The Bootu Creek Project area contains a number of manganese deposits located along the western and eastern limbs of the Bootu syncline. The individual mineralised horizons are generally strata-bound in character and can persist over strike lengths of up to 3km. The Mineral Resources defined to date at the project are long shallow, gently dipping deposits amenable to open pit mining.

The Renner Springs Project area is located approximately 70km northwest of the Bootu Creek mine site covering an extensive dolomite-siltstone sequence which hosts several shallow dipping and flat lying manganese occurrences.

The Helen Springs Project is located approximately 30km north of the Bootu Creek mine site and is a northern extension of the Bootu and Attack Creek formations, which host the Bootu Creek mine manganese deposits.

Mining at the Bootu Creek Mine is carried out using a conventional open cut method of mining, blasting and excavation using hydraulic excavators and dump trucks.

The Bootu Creek plant is a relatively simple crushing and screening operation, followed by heavy media separation (HMS) to concentrate the manganese minerals. The plant comprised of two separately built processing plants. The original primary processing plant (PPP) was commissioned in 2006 and processes the Run of Mine ("ROM") ore while the secondary processing plant

OMM Mining Operations Review

(SPP) commissioned in December 2009 abuts the PPP and selectively processes drum plant rejects and washed fines from the PPP and previously stockpiled drum plant rejects.

The PPP was designed to produce a nominal 550,000 tonnes of product per annum, comprising about 420,000 tonnes of lump and about 130,000 tonnes of fines. Numerous capital upgrading and improvements increased its production capacity to approximately 800,000 tonnes of product per annum. With the commissioning of the SPP in 2009, the combined production capacity from the two plants approximates 1 million tonnes per annum.

Manganese product produced on the mine site is transported 60km to the Muckaty Rail Siding on a sealed private road and then approximately 800km to the Port of Darwin via the Alice Springs to Darwin rail line.

Manganese product is stockpiled at the rail head at the Port of Darwin prior to being transported to the port ship loader and loaded onto vessels for shipping to overseas markets.

The processing of manganese ore is described diagrammatically below:

Figure 2. Bootu Creek Manganese Processing Plant Schematic

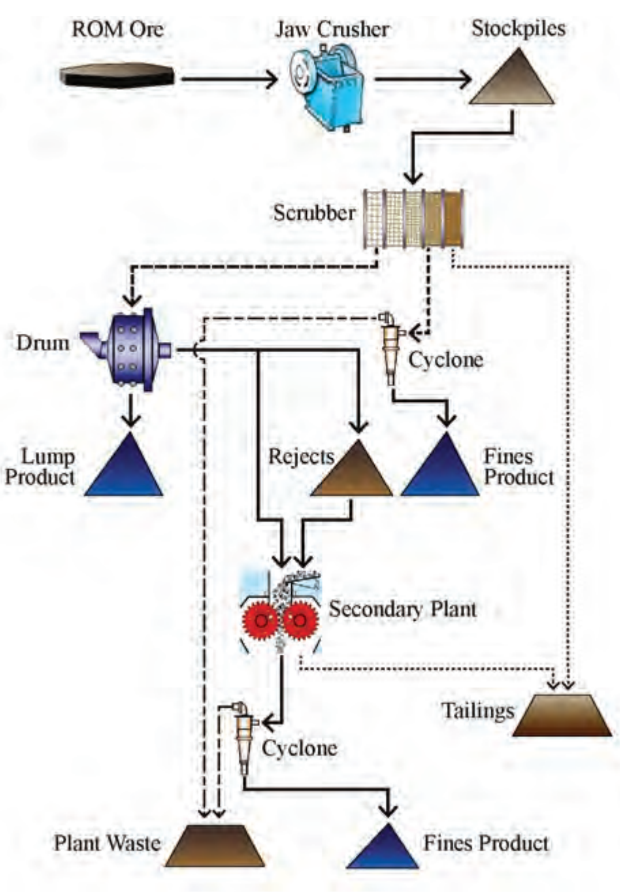
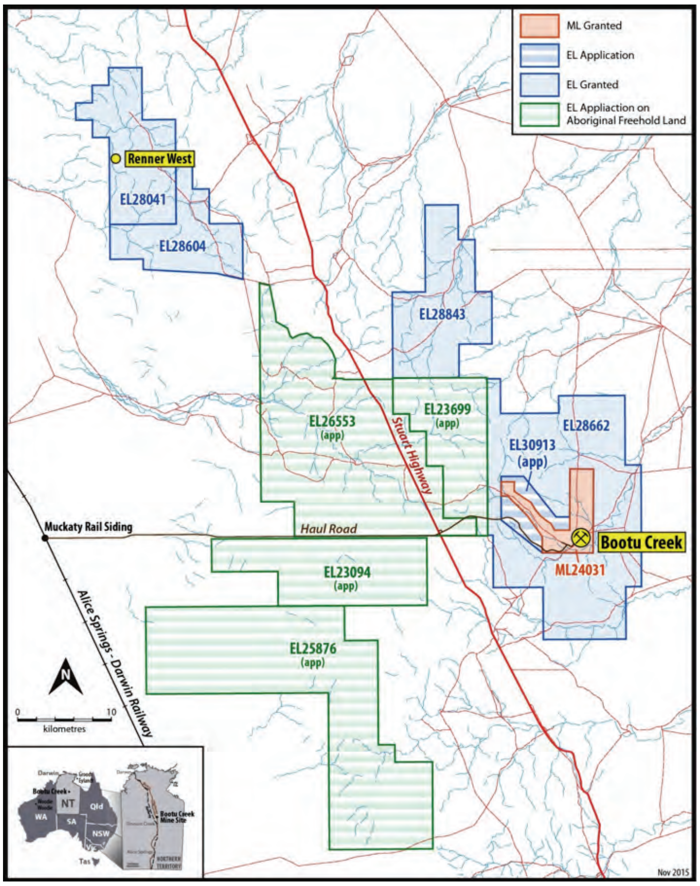


Figure 3. Bootu Creek Manganese Project Tenement Holdings

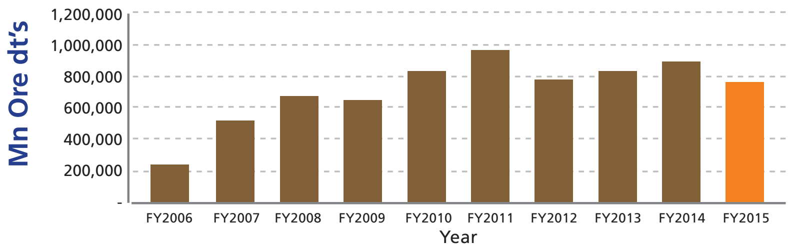


OMM Mining Operations Review

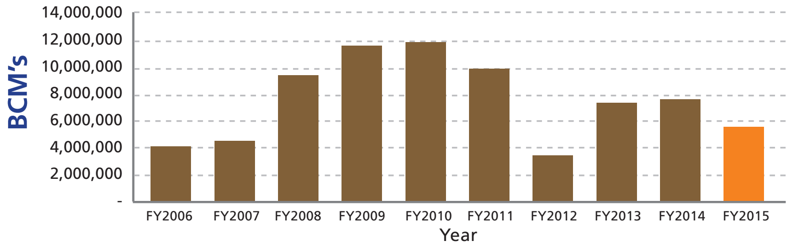
Table 1. Bootu Creek Operations – Production

	Years ended 31 December					
	Unit	2015	2014	2013	2012	2011
Mining						
Total Material Mined	bcms	5,417,733	7,398,605	7,178,868	3,260,984	9,677,073
Ore Mined - tonnes	dt's	1,918,137	2,043,786	1,842,955	1,435,874	1,669,757
Ore Mined - Mn grade	%	22.52	22.45	21.77	23.03	22.49
Production						
Lump - tonnes	dt's	549,575	637,773	561,499	485,585	595,543
Lump - Mn grade	%	35.80	35.32	34.23	36.14	36.31
Fines/SPP - tonnes	dt's	211,295	252,564	265,101	252,180	306,539
Fines/SPP - Mn grade	%	37.90	37.15	36.69	37.35	37.47
Total Production - Tonnes	**dt's**	**760,870**	**890,337**	**826,599**	737,766	**902,082**
Total Production - Mn Grade	**%**	**35.71**	**35.84**	**35.02**	36.55	**36.70**
Sales						
Lump - tonnes	dt's	501,640	686,068	505,397	507,941	663,186
Lump - Mn grade	%	35.41	35.51	34.15	36.23	36.19
Fines/SPP - tonnes	dt's	137,411	277,083	253,203	265,947	298,284
Fines/SPP - Mn grade	%	36.50	37.28	36.88	37.72	38.16
Total Sales - Tonnes	**dt's**	**639,051**	**963,151**	**758,600**	773,888	**961,470**
Total Sales - Mn Grade	**%**	**35.65**	**36.02**	**35.06**	36.74	**36.80**

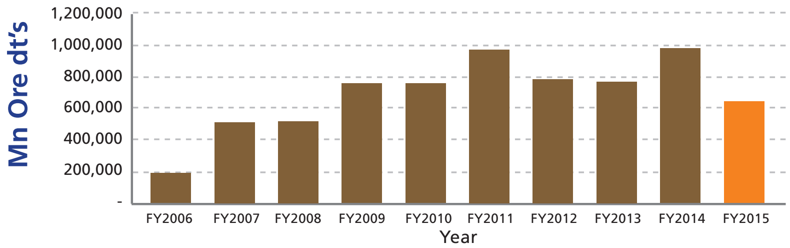
Annual Manganese Production



Material Mined



Annual Manganese Shipments



Operations

OMM achieved production of 760,870 tonnes at an average grade of 35.71% Mn for the year ended 31 December 2015 in line with the mine's operating strategy for 2015 which centred around a normalised strip ratio operation utilising two-three mining fleets focusing on accessing previously pre-stripped high grade ore deposits and developing new deposits within the Bootu Creek Mineral Lease.

Mining activities during 2015 focused initially on the established Yaka 3 deposit and accessing remanent exposed ore in the Tourag pits, whilst cut backs of the Shekuma, Chugga South, Chugga North and Go-Go pits were conducted. Ore from the Shekuma, Go-Go and Chugga deposits continued to consist of highly competent material demonstrating high process plant yields.

A total of 5.4 million BCM's of material was mined for the year.

During the 2015 financial year a total of 639,051 dry tones was exported through the Port Of Darwin.

On 15 December 2015, the mining operations at the Bootu Creek Manganese Mine were suspended due to the ongoing and material fall in the manganese price.

Tshipi é Ntle Manganese Mining (Pty) Ltd ("Tshipi")

HIGHLIGHTS

- Tshipi exports totalled 1,828,630 tonnes during calendar year 2015.
- Total exports made up of both lump and fines.
- Majority of exports made through Port Elizabeth and Saldanha Bay, South Africa.
- Tshipi has successfully converted fines sales from containers to bulk.
- Construction on the primary crushing circuit of the 2.4 million tonnes per annum processing plant was completed in the second quarter of 2015.

OVERVIEW

OMH has an effective 13% interest in Tshipi through its 26% strategic partnership with Ntsimbintle Mining (Proprietary) Limited, the majority 50.1% owner of Tshipi. The remaining 49.9% share is owned by Jupiter Mines Limited.

Tshipi Ownership Structure

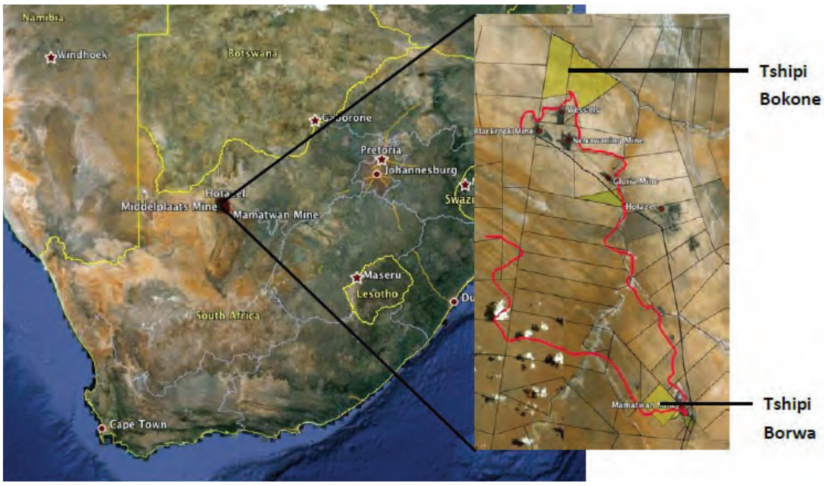
Tshipi owns two manganese properties in the world class Kalahari Manganese field located in the Northern Cape of South Africa. The Kalahari Manganese Field, which stretches for 35km long and is approximately 15km wide, hosts a significant portion of the world's economically mineable high grade manganese ore resources.

The Tshipi Borwa mine is an open pit manganese mine which commenced production in October 2012 and 1,828,630 tonnes were exported in 2015. The second project, Tshipi Bokone, is a manganese exploration prospect located in the northern portion of the Kalahari Manganese Field.

Tshipi Project Locations

The Tshipi Borwa Mine is located on the south western outer rim of the Kalahari Manganese Field making the ore resources shallower and more amenable to open pit mining.

Tshipi Project Locations



Tshipi Borwa ore commences at a depth of 70m below the surface and the ore is contained within a 30m to 45m thick mineralised zone which occurs along the entire Borwa Property. The ore layer dips gradually to the north-west at approximately 5 degrees.

Tshipi's strategy is to mine and process the lower 15m of the mineralised zone, commonly known as the bottom cut, as it bears a higher grade ore. A portion of the upper 15m mineralised zone, referred to as the top cut, is planned to be stockpiled for possible use later.

Mining of Tshipi Borwa is a relatively simple truck and shovel open cast operation. Once exposed, the manganese ore is drilled, blasted and loaded onto a truck and hauled to the main ROM stockpile.

The ROM stockpile will feed the processing plant which is designed to treat 2.4mtpa of manganese ore. Ore will initially feed primary crusher followed by secondary crushing and wet screening processes to produce final products of manganese lumps and fines.

These products are stockpiled before loading through a state-of-the art load-out station onto the railway trains or road trucks.

Inland transportation of manganese products from the mine site is carried out by rail, and complemented by a combination of road and rail solutions to increase logistics capacity.

Tshipi é Ntle Manganese Mining (Pty) Ltd ("Tshipi")

OPERATIONS

Tshipi Borwa

Tshipi accessed the first ore in October 2012 approximately 11 months after commencing the required 70 meter pre-strip.

The primary crushing circuit of the 2.4mtpa processing plant commissioned in the second quarter of 2015. The railway siding is fully operational and the rapid load out station was completed.

Tshipi Bokone

Exploration activities at Tshipi Bokone have temporarily been put on hold as Tshipi's management focus their attention at bringing Tshipi Borwa to optimum production.

OM Tshipi (S) Pte Ltd ("OM Tshipi") OM Tshipi is a Singapore based joint venture company between OM Trades (S) Pte Ltd (a wholly owned subsidiary of OM Holdings), Australia based Jupiter Kalahari (Mauritius) Limited ("Jupiter") and South Africa based Ntsimbintle Mining Proprietary Limited ("Ntsimbintle").

OM Trades, Jupiter and Ntsimbintle each hold an equal 33.3% stake in OM Tshipi.

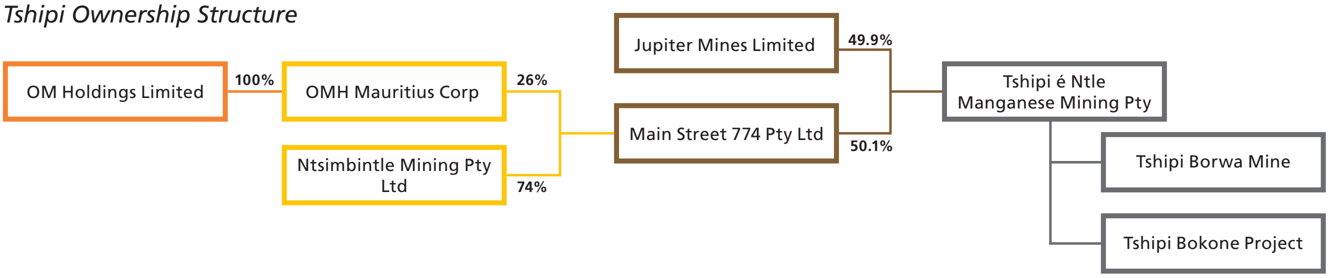
In 2013, OM Trades, Jupiter and Ntsimbintle entered into a joint venture agreement for an initial period of two years giving OM Tshipi the exclusive marketing rights of all manganese ores produced by Tshipi é Ntle Mining Pty Ltd.

OM Tshipi combines the individual and collective strengths of its shareholders which have provided a strong and robust base and is further supported by an end user focussed sales strategy.

Within a very short time frame OM Tshipi has established itself as one of the largest trading entities trading South African semi carbonate ores.

According to the International Manganese Institute, South Africa exported 10.6 million wet tonnes during 2015, a 1.4% decrease year on year. South African manganese ore exports in 2015 represented a 41.5% market share measured by total global manganese ore export data.

Tshipi Ownership Structure



Directors' Report
for the financial year ended 31 December 2015

The Directors submit to the members the audited consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2015.

Names of Directors

The Directors of the Group in office at the date of this report are:

Low Ngee Tong (Executive Chairman)
Zainul Abidin Rasheed (Independent Deputy Chairman)
Julie Anne Wolseley (Non-Executive Director and Joint Company Secretary)
Tan Peng Chin (Independent Non-Executive Director)
Thomas Teo Liang Huat (Independent Non-Executive Director)
Peter Church OAM (Independent Non-Executive Director)
Ivo Philipps (Non-Executive Director)

In accordance with Bye-law 88(1) of the Company's Bye-laws, one-third of the Directors (excluding the Chief Executive Officer) retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Arrangements to enable Directors to acquire shares or debentures

During and at the end of the financial year, neither the Company nor any of its subsidiaries was a party to any arrangement of which the object was to enable the Directors to acquire benefits through the acquisition of shares in or debentures of the Company or any other corporate body, other than as disclosed in this report.

Directors' interests in shares

(i) None of the Directors who held office at the end of the financial year had any interests in the shares of the Company or its related corporation, except as follows:

	Holdings registered in the name of director or nominee		**Holdings in which director is deemed to have an interest**	
	As at 1.1.2015	**As at 31.12.2015**	As at 1.1.2015	**As at 31.12.2015**
The Company -		Number of ordinary shares fully paid		
Low Ngee Tong	19,825,000	**19,825,000**	(1)47,313,500	**(1) 47,313,500**
Julie Anne Wolseley	5,562,002	**5,562,002**	–	–
Tan Peng Chin	(2)1,660,000	**(2)1,660,000**	–	–

Notes:
(1) These shares are held directly by a company named Ramley International Limited which is wholly owned by Mr Low Ngee Tong.

(2) 360,000 shares are held by UOB Kay Hian Private Limited on behalf of Mr Tan Peng Chin.

Directors' Report
for the financial year ended 31 December 2015

Directors' benefits

Since the end of the previous financial year, no Director has received or has become entitled to receive a benefit under a contract except as disclosed in the accompanying financial statements and in this report, and except that Mr Low Ngee Tong has an employment relationship with a subsidiary of the Group, and has received remuneration in that capacity.

Shares Options

No options were granted during the financial year to take up unissued shares of the Company.

No shares were issued by virtue of the exercise of options.

There were no unissued shares of subsidiaries under option at 31 December 2015.

Audit Committee

The Audit Committee at the end of the financial year comprised the following members:

Thomas Teo Liang Huat (Chairman)
Julie Anne Wolseley
Zainul Abidin Rasheed
Peter Church OAM

The Audit Committee performs the functions set out in the Audit Committee Charter available on the Company's website. The Company has also considered the second edition of the Corporate Governance Principles and Recommendations with 2010 Amendments developed by the ASX Corporate Governance Council. In performing those functions, the Audit Committee has reviewed the following:

i. overall scope of both the internal and external audits and the assistance given by the Company's officers to the auditors. It met with the Company's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls;

ii. the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit; and

iii. the half-yearly financial information and the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2015 as well as the auditor's report thereon.

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any Director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditor and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the auditor, Foo Kon Tan LLP, be nominated for re-appointment as auditor at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept the re-appointment.

On behalf of the Directors

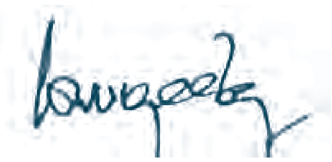
LOW NGEE TONG
Executive Chairman

Dated: 29 March 2016

Statement By Directors
for the financial year ended 31 December 2015

In the opinion of the Directors, the accompanying statements of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows, together with the notes thereon, are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2015 and of the results of the business, changes in equity and cash flows of the Group for the financial year ended on that date, and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On behalf of the Directors



LOW NGEE TONG
Executive Chairman

Dated: 29 March 2016

Independent Auditor's Report
to the members of OM Holdings Limited

Report on the financial statements

We have audited the accompanying financial statements of OM Holdings Limited ("the Company") and its subsidiaries ("the Group"), which comprise the statements of financial position of the Company and the Group as at 31 December 2015, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards ("IFRS") and for such internal controls as management determines are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2015, and the results, changes in equity and cash flows of the Group for the financial year ended on that date in accordance with International Financial Reporting Standards.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore, 29 March 2016

Statements of Financial Position
as at 31 December 2015

		The Company		The Group		
		31 December	31 December	**31 December**	31 December	1 January
		2015	2014	**2015**	2014	2014
	Notes	**A$'000**	A$'000	**A$'000**	A$'000	A$'000
Assets						
Non-Current						
Property, plant and equipment	4	**-**	-	**613,023**	532,052	324,784
Land use rights	5	**-**	-	**18,112**	32,164	37,476
Exploration and evaluation costs	6	**-**	-	**1,676**	1,479	1,660
Mine development costs	7	**-**	-	**-**	14,076	16,910
Goodwill	8	**-**	-	**-**	2,065	2,065
Deferred tax assets	10	**-**	-	**4,608**	8,996	31,031
Interests in subsidiaries	11	**107,303**	258,397	**-**	-	-
Interests in associates	12	**-**	-	**106,662**	107,881	100,336
		107,303	258,397	**744,081**	698,713	514,262
Current						
Inventories	13	**-**	-	**259,848**	166,512	119,704
Trade and other receivables	15	**125,955**	126,417	**54,018**	39,905	125,574
Prepayments		**1**	1	**861**	1,113	1,504
Available-for-sale financial assets	9	**798**	2,727	**798**	2,727	11,691
Cash collateral	16	**-**	-	**11,202**	26,122	31,274
Cash and cash equivalents	16	**55**	227	**12,711**	38,751	36,052
		126,809	129,372	**339,438**	275,130	325,799
Land use rights classified as held-for-sale	5	**-**	-	**20,311**	6,698	-
		126,809	129,372	**359,749**	281,828	325,799
Total assets		**234,112**	387,769	**1,103,830**	980,541	840,061
Equity						
Capital and Reserves						
Share capital	17	**36,671**	36,671	**36,671**	36,671	36,671
Treasury shares	18	**(2,330)**	(2,330)	**(2,330)**	(2,330)	(2,330)
Reserves	19	**7,277**	232,913	**52,826**	172,796	241,504
		41,618	267,254	**87,167**	207,137	275,845
Non-controlling interests		**-**	-	**32,496**	32,522	26,437
Total equity		**41,618**	267,254	**119,663**	239,659	302,282
Liabilities						
Non-Current						
Borrowings	21	**54,391**	64,243	**435,249**	402,602	188,335
Land use rights obligation	20	**-**	-	**2,937**	3,229	7,612
Derivative financial liabilities	14	**-**	-	**73,464**	48,859	27,410
Trade and other payables	23	**12,291**	-	**131,563**	36,621	14,247
Provisions	22	**-**	-	**-**	6,560	5,724
Deferred tax liabilities	10	**-**	-	**-**	-	6
		66,682	64,243	**643,213**	497,871	243,334
Current						
Trade and other payables	23	**97,132**	49,912	**162,551**	150,822	135,763
Derivative financial liabilities	14	**-**	483	**30,461**	483	2,713
Borrowings	21	**20,362**	-	**134,886**	79,410	138,558
Land use rights obligation	20	**-**	-	**3,173**	3,488	1,017
Provisions	22	**8,318**	-	**8,318**	-	-
Income tax payables		**-**	5,877	**1,565**	8,808	16,394
		125,812	56,272	**340,954**	243,011	294,445
Total equity and liabilities		**234,112**	387,769	**1,103,830**	980,541	840,061

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Consolidated Statement of Comprehensive Income
for the financial year ended 31 December 2015

	Notes	**Year ended 31 December 2015 A$'000**	Year ended 31 December 2014 A$'000 (Restated)
Revenue	3	**338,463**	532,740
Cost of sales		**(332,348)**	(496,602)
Gross profit		**6,115**	36,138
Other income	24	**24,334**	3,585
Distribution costs		**(17,695)**	(27,129)
Administrative expenses		**(18,474)**	(11,441)
Other operating expenses		**(100,753)**	(31,039)
Finance costs		**(23,637)**	(17,291)
Loss from operations		**(130,110)**	(47,177)
Share of results of associates		**(1,522)**	6,161
Loss before income tax	25	**(131,632)**	(41,016)
Income tax	26	**6,591**	(25,412)
Loss for the year		**(125,041)**	(66,428)
Other comprehensive income/(expense), net of tax:			
Items that may be reclassified subsequently to profit or loss			
Net fair value loss on available-for-sale financial assets and financial derivative		**(616)**	(4,976)
Currency translation differences		**14,748**	19,357
Cash flow hedges	27	**(32,051)**	(15,938)
Other comprehensive expense for the year, net of tax of nil		**(17,919)**	(1,557)
Total comprehensive expense for the year		**(142,960)**	(67,985)
Loss attributable to:			
Owners of the Company		**(122,101)**	(67,414)
Non-controlling interests		**(2,940)**	986
		(125,041)	(66,428)
Total comprehensive (expense)/income attributable to:			
Owners of the Company		**(135,911)**	(69,157)
Non-controlling interests		**(7,049)**	1,172
		(142,960)	(67,985)
Loss per share		**Cents**	Cents
- Basic	28	**(17.34)**	(9.57)
- Diluted	28	**(17.34)**	(9.57)

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Consolidated Statement of Changes in Equity
for the financial year ended 31 December 2015

	Share capital A$'000	Share premium A$'000	Treasury shares A$'000	Non-distributable reserve A$'000	Capital reserve A$'000	Share option reserve A$'000	Fair value reserve A$'000	Hedging reserve A$'000	Exchange fluctuation reserve A$'000	Retained profits A$'000	Total attributable to equity holders of the parent A$'000	Non-controlling interests A$'000	Total equity A$'000
Balance at 1 January 2015, as restated	**36,671**	**176,563**	**(2,330)**	**5,553**	**572**	**-**	**833**	**(31,812)**	**7,762**	**13,325**	**207,137**	**32,522**	**239,659**
Loss for the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(122,101)**	**(122,101)**	**(2,940)**	**(125,041)**
Other comprehensive (expense)/income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**(616)**	**(25,150)**	**11,956**	**-**	**(13,810)**	**(4,109)**	**(17,919)**
Total comprehensive (expense)/income for the year	**-**	**-**	**-**	**-**	**-**	**-**	**(616)**	**(25,150)**	**11,956**	**(122,101)**	**(135,911)**	**(7,049)**	**(142,960)**
Capital injection from non-controlling interest	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**177**	**177**
Disposal of non-controlling interests without a change in control	**-**	**-**	**-**	**-**	**15,941**	**-**	**-**	**-**	**-**	**-**	**15,941**	**6,846**	**22,787**
Balance at 31 December 2015	**36,671**	**176,563**	**(2,330)**	**5,553**	**16,513**	**-**	**217**	**(56,962)**	**19,718**	**(108,776)**	**87,167**	**32,496**	**119,663**
Balance at 1 January 2014	36,671	176,563	(2,330)	5,553	139	5,975	5,809	(20,123)	(7,176)	74,764	275,845	26,437	302,282
Loss for the year, as reported previously	-	-	-	-	-	-	-	-	-	(62,586)	(62,586)	2,194	(60,392)
Prior year adjustment (Note 39)	-	-	-	-	-	-	-	-	-	(4,828)	(4,828)	(1,208)	(6,036)
Loss for the year, as restated	-	-	-	-	-	-	-	-	-	(67,414)	(67,414)	986	(66,428)
Other comprehensive (expense)/income for the year, as reported	-	-	-	-	(16)	-	(4,976)	(16,996)	15,417	-	(6,571)	(1,022)	(7,593)
Prior year adjustment (Note 39)	-	-	-	-	-	-	-	5,307	(479)	-	4,828	1,208	6,036
Other comprehensive (expense)/income for the year, as restated	-	-	-	-	(16)	-	(4,976)	(11,689)	14,938	-	(1,743)	186	(1,557)
Total comprehensive (expense)/income for the year, as restated	-	-	-	-	(16)	-	(4,976)	(11,689)	14,938	(67,414)	(69,157)	1,172	(67,985)
Issue of warrants	-	-	-	-	449	-	-	-	-	-	449	-	449
Share options lapsed	-	-	-	-	-	(5,975)	-	-	-	5,975	-	-	-
Capital injection from non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	4,913	4,913
Balance at 31 December 2014, as restated	36,671	176,563	(2,330)	5,553	572	-	833	(31,812)	7,762	13,325	207,137	32,522	239,659

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Consolidated Statement of Cash Flows
for the financial year ended 31 December 2015

	Year ended 31 December 2015 A$'000	Year ended 31 December 2014 A$'000 (Restated)
Cash Flows from Operating Activities		
Loss before income tax	**(131,632)**	(41,016)
Adjustments for:		
Amortisation of land use rights	**327**	651
Amortisation of mine development costs	**4,023**	4,296
Depreciation of property, plant and equipment	**27,116**	15,687
Reversal of provision for rehabilitation	**-**	(709)
Write off of exploration and evaluation costs	**605**	1,708
Write-down of inventories to net realisable value	**9,354**	89
Write-off of inventories	**27,167**	-
Loss on disposal of property, plant and equipment	**-**	93
Gain on deconsolidation of a subsidiary	**(10,791)**	-
Gain on disposal of a subsidiary	**-**	(523)
Impairment loss on:		
- Available-for-sale financial assets	**1,313**	3,988
- Property, plant and equipment	**10,638**	-
- Mine development costs	**10,510**	-
- Other assets	**2,065**	507
Write back of trade and other payables	**(12,411)**	-
Fair value gain on financial liabilities through profit or loss	**(483)**	(2,230)
Interest expenses	**23,637**	17,291
Interest income	**(241)**	(300)
Share of results of associates	**1,522**	(6,161)
Operating loss before working capital changes	**(37,281)**	(6,629)
Increase in inventories	**(150,709)**	(48,953)
Decrease in trade and bill receivables	**3,819**	9,841
(Increase)/decrease in prepayments, deposits and other receivables	**(16,093)**	12,963
Increase/(decrease) in trade and bill payables	**21,291**	(17,309)
Increase in other payables and accruals	**43,465**	31,805
Increase in short-term provision	**8,318**	-
Changes in long-term liabilities:		
- Decrease in long-term lease obligation	**(636)**	(1,973)
- Decrease in long-term provision (for restoration)	**(139)**	(123)
- (Decrease)/increase in retirement benefit obligation	**(858)**	96
- Increase in other long term payable	**90,164**	21,643
Cash (used in)/generated from operations	**(38,659)**	1,361
Overseas income tax refund/(paid)	**3,736**	(10,829)
Net cash used in operating activities	**(34,923)**	(9,468)
Cash Flows from Investing Activities		
Payments for exploration and evaluation costs	**(802)**	(1,527)
Purchase of property, plant and equipment	**(91,948)**	(199,240)
Proceeds from disposal of property, plant and equipment	**-**	207
Net proceeds from disposal of subsidiaries (Note A)	**22,787**	146
Loan to an associate	**(303)**	(1,197)
Interest received	**241**	300
Net cash used in investing activities	**(70,025)**	(201,311)

Consolidated Statement of Cash Flows (Cont'd)

for the financial year ended 31 December 2015

	Year ended 31 December 2015 A$'000	Year ended 31 December 2014 A$'000 (Restated)
Cash Flows from Financing Activities		
Repayment of bank and other loans	**(14,131)**	(10,400)
Proceeds from bank loans	**121,166**	229,121
Payment to finance lease creditors	**(2,934)**	(2,642)
Capital contribution by non-controlling interests	**177**	4,773
Decrease in cash collateral	**12,088**	5,152
Interest paid	**(23,638)**	(17,189)
Net cash generated from financing activities	**92,728**	208,815
Net decrease in cash and cash equivalents	**(12,220)**	(1,964)
Cash and cash equivalents at beginning of the year	**38,751**	36,052
Exchange difference on translation of cash and cash equivalents at beginning of the year	**(13,820)**	4,663
Cash and cash equivalents at end of the year (Note 16)	**12,711**	38,751

Note A

The Group disposed certain subsidiaries in 2014. During the year, the Group disposed 5% of its shareholdings in certain subsidiaries. The carrying value of assets and liabilities disposed were as follows:

	2015 A$'000	2014 A$'000
Net assets disposed of		
Deposits and other receivables	-	47
Cash and bank balances	-	7
Other payables and accruals	-	(237)
Translation reserve	-	(187)
	-	(370)
Proceeds received	**(22,787)**	153
Cash balance in subsidiaries disposed of	-	(7)
Cash inflow on disposal	**(22,787)**	146

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

1 General information

The financial statements of the Company and of the Group for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the Directors on the date of the Statement by Directors.

The Company is incorporated as a limited liability company listed on the Australian Securities Exchange and domiciled in Bermuda.

The registered office is located at Clarendon House, 2 Church Street Hamilton, HM11 Bermuda.

2(a) Basis of preparation

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRSs"), which collectively term includes all applicable individual IFRSs and Interpretations approved by the IASB, and all applicable individual International Accounting Standards ("IASs") and Interpretations as originated by the Board of the International Accounting Standards Committee and adopted by the IASB.

The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Australian Dollars which is the Company's functional currency. All financial information is presented in Australian Dollars, unless otherwise stated.

Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company and the Group will be able to meet their obligations as and when they fall due in the next 12 months. The Group incurred a net loss after tax of A$125,041,000 (2014 – A$66,428,000) and negative operating cash flows of A$34,923,000 (2014 – A$9,468,000) during the financial year ended 31 December 2015.

The Group has taken appropriate measures to reduce operating costs as well as to continue to increase its revenue with the steady increase in manganese ore prices. In addition, the Group has extended the convertible note with Hanwa Co. Ltd for another 4 years (Note 41) as well as a loan which was extended for another 1 year (Note 21.4(b)).

The Group has a cash position of A$23,913,000 (2014 - A$64,873,000) and net current assets of A$18,795,000 (2014 – A$38,817,000) as at 31 December 2015. The Group also has undrawn credit facilities amounting to A$316,000,000 (A$306,030,000).

Based on the foregoing, the management is of the view that there is reasonable assurance that the Group will be able to meet its obligations as and when they fall due in the next 12 months and a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

Significant accounting estimates and judgements

The preparation of the financial statements in conformity with IFRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

2(a) Basis of preparation (Cont'd)

Significant accounting estimates and judgements (Cont'd)

The critical accounting estimates and assumptions used and areas involving a high degree of judgement are described below.

Significant judgements

Income taxes (Note 26)

The Group has exposures to income taxes in numerous jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Impairment of available-for-sale financial assets (Note 9)

The Group's quoted equity investments are classified as available-for-sale financial assets. These financial assets are recognised at fair value on initial recognition, with subsequent fair value changes recognised in other comprehensive income, unless there is objective evidence that the investment is impaired. The Group assesses at each reporting date whether there is objective evidence of impairment by comparing the fair values of these investments against the initial costs. The fair value of quoted equity investments is determined primarily by reference to quoted closing bid prices on the Australian Securities Exchange at the financial reporting dates. Judgement is required to determine whether there is objective evidence of impairment. In making the judgement, the Group not only evaluates the historical share price movements and the duration and extent to which the quoted prices of an investment is less than its cost, but also other factors like the volatility of market prices, published independent assessments of fair value and expected realisable on or off market sale values of the Group's equity investments.

The carrying amount of the Company's and Group's available-for-sale financial assets as at 31 December 2015 is A$798,000 (2014 - A$2,727,000).

Determination of functional currency

The Group measures foreign currency translation in the respective currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

Allowance for impairment of trade and other receivables (Note 15)

Allowance for impairment of trade and other receivables are based on the assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of trade and other receivables requires the use of judgement and estimates. Where the expected outcome is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment allowance in the period in which such estimate has been changed. The accounting policies used by the Group have been applied consistently to all periods presented in these financial statements. The carrying amount of the Company's and the Group's trade and other receivables as at 31 December 2015 are A$125,955,000 (2014 - A$126,417,000) and A$54,018,000 (2014 - A$39,905,000) respectively.

2(a) Basis of preparation (Cont'd)

Significant judgements (Cont'd)

Capitalisation of employee benefit expenses and borrowing costs in construction-in-progress (Notes 29 and 21.3)

During the year, the Group capitalised employee benefits expenses of A$6,702,000 (2014 - A$5,423,000) and borrowing costs of A$2,708,000 (2014 – A$2,088,000) in construction-in-progress. The amounts of employee benefit expenses capitalised represent the proportion of salaries of certain directors, key management personnel and other staff based on their expected time cost spent on the construction of the ferrosilicon production facility in one of the subsidiaries.

Gain on deconsolidation of a subsidiary (Note 24)

During the year, the mining operations of a wholly-owned subsidiary in Australia ceased and before the end of the reporting period, management put this subsidiary into Voluntary Administration ("VA") through the appointment of an Administrator. As a result of the VA, management deemed that the Group had effectively lost control of this subsidiary as at the end of the reporting period and deconsolidated the subsidiary from the Group in accordance with the accounting policy detailed in Note 2(d). However, this subsidiary is still considered a legal subsidiary of the Company. A gain on deconsolidation of A$9,009,000 was recognised in profit or loss. Several areas involving high degree of judgements and assumptions were used by management in deriving this gain. These are detailed below:

(a) Based on management's computation of the estimated net proceeds available for pay outs to the subsidiary's creditors after estimating the expected realisation from the sale of existing inventory, management assessed that a portion of the trade and other payables of this subsidiary would not be settled in full and hence, wrote back this amount to the profit or loss.

(b) An external valuation by an independent professional valuer was undertaken to assess the fair value of this subsidiary's property, plant and equipment. The fair value was based on valuation using the market/cost approach after taking into consideration the information made available to the valuer, prevailing market conditions and other factors considered appropriate by the management. Given that the mine had ceased operations and the fair value was lower than the carrying amount of property, plant and equipment as at the date when control was lost, management was of the view that the property, plant and equipment was impaired and the fair value represented the recoverable amount of the property, plant and equipment. Accordingly, the carrying amount was reduced to its recoverable amount and the reduction recognised as impairment loss in profit or loss.

(c) Except for one category of inventories which was written down to net realisable value based on an external valuation done by an independent professional valuer, all other inventories and mine development costs in this subsidiary were fully written off and recognised in profit or loss due to the suspension of the mining operations as management was of the view that these costs may no longer be recoverable.

(d) Based on management's assumption that this subsidiary will be returned to the Group after a successful restructuring and recommencing its mining operations within 12 months, other amounts receivable from or payable to Group companies as at the date where control was lost were impaired or written back respectively in profit or loss as per Note 15.

Crystalisation of corporate guarantees (Notes 22 and 25)

The Company provided corporate guarantees to a subsidiary which went into VA during the year (as above) on its agreements with suppliers and finance lease creditors. As a result of the VA, these corporate guarantees have crystalised and management has estimated the Company's expected liability to be A$8,318,000 based on the amount expected to be paid out to the creditors. This has been accrued for accordingly in the statements of financial position.

Notes to the Financial Statements
for the financial year ended 31 December 2015

2(a) Basis of preparation (Cont'd)

Critical assumptions used and accounting estimates in applying accounting policies

Impairment in investment in subsidiaries (Note 11)

Determining whether investment in subsidiaries is impaired requires an estimation of the value-in-use of that investment. The value-in-use calculation requires the Company to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows. Management has evaluated the recoverability of the investment based on such estimates. As a result of one of the subsidiaries suspending its mine operations and going into Voluntary Administration during the year, management is of the view that the investment in this subsidiary may not be recoverable and fully impaired this investment to profit or loss. The carrying amount of interests in subsidiaries is A$107,303,000 (2014 – A$258,397,000).

Depreciation of property, plant and equipment (Note 4)/Amortisation of mine development costs (Note 7)

The Group's management exercises its judgement in estimating the useful lives of the depreciable assets. The estimated useful lives reflect management's estimate of the periods the Group intends to derive future economic benefits from the use of these assets based on historical experience. Changes in expected levels of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. If the depreciation of the property, plant and equipment increases/decreases by 10% from management's, the Group's loss for the year will increase/decrease by approximately A$2,711,600 (2014 - A$1,569,000). The Group depreciates property, plant and equipment in accordance with the accounting policies stated in Note 2(d). The carrying amount of the Group's property, plant and equipment as at 31 December 2015 is A$613,023,000 (2014 - A$532,052,000).

The mine development costs of the Group are amortised on a unit-of-production basis using estimated mineral resources as a depletion basis in accordance with the accounting policies stated in Note 2(d). The estimates of the mineral resources for the depletion basis are determined based on professional evaluation, but may change based on additional knowledge gained subsequent to the initial assessment. A change in the original mineral resource estimates would result in a change in the rate of depletion. If the amortisation of the mine development costs increases/decreases by 10% from management's, the Group's loss for the year will increase/decrease by approximately A$Nil (2014 - A$430,000). The carrying amount of the Group's mine development costs as at 31 December 2015 is A$Nil (2014 - A$14,076,000).

Fair value of financial instruments

The Group carries certain financial assets and liabilities at fair value. Where the fair values of financial assets and financial liabilities recorded on the statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of the mathematical models. The input to these models are derived from observable market data where possible. Where observable data are not available, judgement are required to establish the fair value. The judgement includes considerations of liquidity and model inputs such as volatility and discount rate, prepayment rates and default rate assumptions, which fair value would differ if the Group utilised different valuation methodology. Any changes in fair values of these financial assets and liabilities would affect directly the Group's profit or loss.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2(a) Basis of preparation (Cont'd)

Critical assumptions used and accounting estimates in applying accounting policies (Cont'd)

Fair value of financial instruments (Cont'd)

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring the fair values is included in the following notes:

- Note 14 - Derivative financial instruments

The carrying amount of the Company's and the Group's financial liabilities carried at fair values are A$Nil (2014 - $483,000) and A$103,925,000 (2014 - A$49,342,000) respectively. If the fair value of the Company's and the Group's derivative financial liabilities increase/decrease by 10%, the Group's loss and other comprehensive expenses for the year will increase/decrease by A$Nil (2014 - A$48,000) and A$10,393,000 (2014 - A$4,934,000) respectively.

Net realisable value of inventories (Note 13)

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less the estimated cost necessary to make the sale. These estimates are based on the current market conditions and historical experiences of selling products of similar nature. It could change significantly as a result of competitor actions in response to the changes in market conditions. Management reassesses the estimations at the end of each reporting date.

If the net realisable value of the inventories increases or decreases by 10% from management's estimates, the Group's loss for the year will decrease or increase by A$2,971,000 or A$3,705,000 (2014 - A$89,000 or A$1,290,000) respectively. The carrying amount of the inventories as at 31 December 2015 is A$259,848,000 (2014 - A$166,512,000).

2(b) Interpretations and amendments to published standards effective in 2015

On 1 January 2015, the Company and the Group adopted the new or amended IFRSs and IFRIC interpretations that are mandatory for application from that date. This includes the following IFRS which is relevant to the Company and the Group:

Reference	**Description**
Amendments to IAS 19	Employee Benefits
Annual improvements 2010 - 2012 Cycle	
- IFRS 2	Share-based Payment
- IFRS 3	Business Combination
- IFRS 8	Operating Segments
- IAS 16	Property, Plant and Equipment
- IAS 24	Related Party Disclosures
- IAS 38	Intangible Assets
Annual improvements 2011 - 2013 Cycle	
- IFRS 3	Business Combination
- IFRS 13	Fair Value Measurement
- IAS 40	Investment Property

The adoption of the above amended IFRS did not result in substantial changes to the Company's and the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years except as follows:

Annual Improvements 2010 to 2012 Cycle IAS 24 - Related Party Disclosures

Annual Improvements to IAS 24 Related Party Disclosures clarify that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. As this is a disclosure standard, it will not have any impact on the financial performance or the financial position of the Group when applied in. This standard is applicable for annual periods beginning on or after 1 July 2014.

Annual Improvements 2010 to 2012 Cycle IFRS 8 Operating Segments

Annual Improvements to IFRS 8 Operating Segments clarifies that an entity shall only provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly. In addition, the entity is required to disclose the judgements made by management in applying the aggregation criteria to operating segments. As this is a disclosure standard, it will not have any impact on the financial performance or the financial position of the Group when applied in. This standard is applicable for annual periods beginning on or after 1 July 2014.

2(c) FRS not yet effective

The following are the new or amended IFRS issued that are not yet effective but may be early adopted for the current financial year:

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to IAS 1	Presentation of Financial Statements	01.01.2016
Amendments to IFRS 10, 12 and IAS 28	Investment Entities: Applying the Consolidation Exception	01.01.2016
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	01.01.2016
Amendments to IFRS 11	Joint Arrangements	01.01.2016
Annual Improvements to IFRSs 2012 – 2014 Cycle		
- IFRS 5	Non-current Assets Held for Sales and Discontinued Operations	01.01.2016
- IFRS 7	Financial Instruments: Disclosures (with consequential amendments to IFRS 1)	01.01.2016
- IAS 19	Employee Benefits	01.01.2016
- IAS 34	Interim Financial Reporting	01.01.2016
Amendments to IFRS 7	Financial Instruments: Disclosures	01.01.2016
IFRS 14	Regulatory Deferral Accounts	01.01.2016
Amendments to IAS 16 and IAS 38	Property, Plant and Equipment and Intangible Assets	01.01.2016
Amendments to IAS 27	Equity Method in Separate Financial Statements	01.01.2016
Amendments to IAS 16 and IAS 41	Property, Plant and Equipment and Agriculture	01.01.2016
Amendments to IAS 7	Statements of Cash Flows	01.01.2017
Amendments to IAS 12	Income Taxes	01.01.2017
IFRS 15	Revenue from Contracts with Customers	01.01.2018
IFRS 9	Financial Instruments	01.01.2018
IFRS 16	Leases	01.01.2019

There are no other IFRSs, IAS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company and the Group, except as follows:

<u>Amendments to IAS 1 – Presentation of Financial Statements</u>

The amendments to IAS 1 clarify that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgement in determining where and in what order information is presented in the financial disclosures. As this is a disclosure standard, it will have no impact to the financial position and financial performance of the Company and Group when applicable.

<u>IFRS 15 - Revenue from Contracts with Customers</u>

IFRS 15 Revenue from Contracts with Customers requires the entity to recognise revenue which depict transfer of promised goods or services to customers in an amount that reflects the consideration (payment) to which the entity expects to be entitled in exchange for those goods or services. The directors are in the midst of assessing the impact to the financial position and financial performance of the Company and Group when applicable.

2(c) FRS not yet effective (Cont'd)

IFRS 9 - Financial Instruments

IFRS 9 Financial Instruments replaces IAS 39 and it is a package of improvements introduced by IFRS 9 which includes a logical model for:

- classification and measurement,
- a single, forward – looking "expected loss" impairment model and
- a substantially reformed approach to hedge accounting

In addition, IFRS 9 addresses the "own credit" issue by removing the volatility in profit or loss that was caused by changes in an entity's own credit risk on liabilities elected to be measured at fair value. The directors are in the midst of assessing the impact to the financial position and financial performance of the Company and Group when applicable.

IFRS 16 – Leases

The new standard on leases details changes in the lessee and lessor accounting model, sales and leaseback transactions, lease term and purchase options, and also offers some practical expedients and targeted reliefs. Presentation of lessee accounting is also clarified in this new standard. IFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group is reassessing all lease contracts.

Amendments to IAS 12 Income Taxes

The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value. The directors are in the midst of assessing the impact to the financial position and financial performance of the Company and Group when applicable.

Amendments to IAS 7 Statements of Cash Flows

The amendments clarify that cash flows arising from financial activities as reported in the statement of cash flows, excluding contributed equity, need to be reconciled to the corresponding liabilities in the opening and closing statements of financial position. Additional disclosures are required about information that is relevant to an understanding of the liquidity of a company. As this is a disclosure standard, it will not have any impact on the financial performance or the financial position of the Company and the Group when applied in.

2(d) Summary of significant accounting policies

Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intragroup transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Losses and other comprehensive income are attributable to the non-controlling interest even if that results in a deficit balance.

2(d) Summary of significant accounting policies (Cont'd)

Consolidation (Cont'd)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts as at that date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, the Group controls an investee if and only if the Group has all of the following:

- power over the investee;
- exposure, or rights to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when the control is lost is regarded as the fair value on the initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2(d) Summary of significant accounting policies (Cont'd)

Consolidation (Cont'd)

Transactions with Non-Controlling Interest

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Subsidiaries

In the Company's separate financial statements, investments in subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

Associates

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The Group account for its investments in associates using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associates are carried in the Group's statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transaction between the Group and the associate are eliminated to the extent of the interest in the associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss, on the Group's investment in associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associates are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence or joint control over the associate, the Group measures any retained interest at fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

2(d) Summary of significant accounting policies (Cont'd)

Associates (Cont'd)

The Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would have been required if that associate or joint venture had directly disposed of the related assets or liabilities.

When an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

If the Group's ownership interest in an associate is reduced, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Intangible assets

Intangible assets are accounted for using the cost model with the exception of goodwill. Capitalised costs are amortised on a straight-line basis over their estimated useful lives for those considered as finite useful lives. After initial recognition, they are carried at cost less accumulated amortisation and accumulated impairment losses, if any. In addition, they are subject to annual impairment testing. Indefinite life intangibles are not amortised but are subject to annual impairment testing.

Intangible assets are written off where, in the opinion of the Directors, no further future economic benefits are expected to arise.

Goodwill

Goodwill arising on an acquisition of a subsidiary is subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

For the purpose of assessing impairment, where an asset does not generate cash inflows largely independent from those of other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level. Goodwill in particular is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

An impairment loss is recognised for CGUs, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below the higher of its individual fair value less cost to sell, or value-in-use, if determinable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to its present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

An impairment loss on goodwill is not reversed in subsequent periods whilst an impairment loss on other assets is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill is not reversed in a subsequent period.

2(d) Summary of significant accounting policies (Cont'd)

Intangible assets (Cont'd)

Exploration and evaluation costs

Exploration and evaluation costs relate to mineral rights acquired and exploration and evaluation expenditures capitalised in respect of projects that are at the exploration/pre-development stage.

Exploration and evaluation assets are initially recognised at cost. Subsequent to initial recognition, they are stated at cost less any accumulated impairment losses. These assets are reclassified as mine development assets upon the commencement of mine development, when technical feasibility and commercial viability of extracting mineral resources becomes demonstrable.

Exploration and evaluation expenditures in the relevant area of interest comprises costs which are directly attributable to acquisition, surveying, geological, geochemical and geophysical, exploratory drilling, land maintenance, sampling, and assessing technical feasibility and commercial viability.

Exploration and evaluation expenditures also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalised costs, including general and administrative costs, are only allocated to the extent that these costs can be related directly to operational activities in the relevant area of interest, where the existence of a technically feasible and commercially viable mineral deposit has been established.

The carrying amount of the exploration and evaluation assets is reviewed annually and adjusted for impairment in accordance with IAS 36 "Impairment of Assets" whenever one of the following events or changes in facts and circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

(a) the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be recovered;

(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;

(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; or

(d) sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in the profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

Mine development costs

Costs arising from the development of the mine site (except for the expenditures incurred for building the mine site and the purchases of machinery and equipment for the mining operation which are included in property, plant and equipment) are accumulated in respect of each identifiable area of interest and are capitalised and carried forward as an asset to the extent that they are expected to be recouped through the successful mining of the areas of interest.

Accumulated costs in respect of an area of interest subsequently abandoned are written off to the profit or loss in the reporting period in which the Directors' decision to abandon is made.

2(d) Summary of significant accounting policies (Cont'd)

Intangible assets (Cont'd)

Mine development costs (Cont'd)

Amortisation is not charged on the mine development costs carried forward in respect of areas of interest until production commences. Where mining of a mineral deposit has commenced, the related exploration and evaluation costs are transferred to mine development costs. When production commences, carried forward mine development costs are amortised on a unit of production basis. The unit of production basis results in an amortisation charge proportional to the depletion of the estimated economically recoverable mineral resources.

Pre-production operating expenses and revenues were accumulated and capitalised into mine development costs until 31 August 2006 as the mine was involved in the commissioning phase which commenced in November 2005. Subsequent to 31 August 2006, the Directors of the Company determined that the processing plant was in the condition necessary for it to be capable of operating in the manner intended so as to seek to achieve design capacity rates. These costs were carried forward to the extent that they are expected to be recouped through the successful mining of the area of interest.

The amortisation of capitalised mine development costs commenced from 1 September 2006 and continues to be amortised over the life (approximately 17 years) of the mine according to the rate of depletion of the economically recoverable mineral resources.

Property, plant and equipment

Property, plant and equipment, other than construction in progress ("CIP"), are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is computed using the straight-line method to write off the cost of these assets over their estimated useful lives as follows:

Leasehold building and improvements	3 to 73 years (based on original lease period)
Plant and machinery	3 to 20 years
Plant and equipment - Process facility	Life of mine: 10 years
Computer equipment, office equipment and furniture	1 to 10 years
Motor vehicles	5 to 10 years

CIP represents assets in the course of construction for production or for its own use purpose. CIP is stated at cost less any impairment loss and is not depreciated. Cost includes direct costs incurred during the periods of construction, installation and testing plus interest charges arising from borrowings used to finance these assets during the construction period. CIP is reclassified to the appropriate category of property, plant and equipment and depreciation commences when the construction work is completed and the asset is ready for use.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to property, plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively. Fully depreciated property, plant and equipment are retained in the books of accounts until they are no longer in use.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Notes to the Financial Statements
for the financial year ended 31 December 2015

2(d) Summary of significant accounting policies (Cont'd)

Land use rights

Costs incurred to acquire interests in the usage of land in the People's Republic of China ("PRC") and Malaysia under operating leases are classified as "land use rights" and are stated at cost less accumulated amortisation and any impairment losses. Amortisation is calculated on a straight-line method over the term of use being 50 - 60 years.

Financial assets

Financial assets, other than hedging instruments, can be divided into the following categories: financial assets at fair value through the profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the assets were acquired. The designation of financial assets is re-evaluated and classification may be changed at the reporting date with the exception that the designation of financial assets at fair value through profit or loss is not revocable.

All financial assets are recognised on their trade date - the date on which the Company and the Group commit to purchase or sell the asset. Financial assets are initially recognised at fair value, plus directly attributable transaction costs except for financial assets at fair value through the profit or loss, which are recognised at fair value.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at the end of each reporting period whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

Non-compounding interest and other cash flows resulting from holding financial assets are recognised in the profit or loss when received, regardless of how the related carrying amount of financial assets is measured.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the end of reporting period. These are classified as non-current assets.

Loans and receivables include trade and other receivables. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. If there is objective evidence that the asset has been impaired, the financial asset is measured at the present value of the estimated future cash flows discounted at the original effective interest rate.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. The impairment or write back is recognised in profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of reporting period.

All financial assets within this category are subsequently measured at fair value with changes in value recognised in other comprehensive income, net of any effects arising from income taxes, until the financial assets is disposed of or is determined to be impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income is included in the profit or loss for the period.

2(d) Summary of significant accounting policies (Cont'd)

Financial assets (Cont'd)

Available-for-sale financial assets (Cont'd)

When a decline in the fair value of an available-for sale financial asset has been recognised directly in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in other comprehensive income shall be removed from other comprehensive income and recognised in the profit or loss even though the financial asset has not be derecognised.

The amount of the cumulative loss that is removed from other comprehensive income and recognised in the profit or loss shall be the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in the profit or loss.

Impairment losses recognised in the profit or loss for equity investments classified as available-for-sale are not subsequently reversed through profit or loss.

Impairment losses recognised in a previous interim period in respect of available-for-sale equity investments are not reversed even if the impairment losses would have been reduced or avoided had the impairment assessment been made at a subsequent reporting period or end of reporting period.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty or probable bankruptcy of the investee;
- a breach of contract;
- structural changes in the industry in which the investee operates, such as changes in production technology or the number of competitors;
- changes in the political or legal environment affecting the investee's business;
- changes in the investee's financial condition evidenced by changes in factors such as liquidity, credit ratings, profitability, cash flows, debt/equity ratio and level of dividend payments; and
- whether there has been a significant or prolonged decline in the fair value below cost.

Determination of fair value

The fair values of quoted financial assets are based on quoted market prices. If the market for a financial asset is not active, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs. Where fair value of unquoted instruments cannot be measured reliably, fair value is determined by the transaction price.

Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

There are 3 types of hedges as follows:

(a) hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge);

(b) hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge); or

(c) hedges of a net investment in a foreign operation (net investment hedge).

2(d) Summary of significant accounting policies (Cont'd)

Derivative financial instruments and hedging activities (Cont'd)

However, the Group only designates certain derivatives as cash flow hedge.

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 14. Movements on the hedging reserve in other comprehensive income are shown in Note 19. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. For hedging instruments used to hedge the bank borrowings that finance the construction of a subsidiary's ferrosilicon production facility, any ineffective portion is capitalised as part of the cost of the ferrosilicon production facility ("construction-in-progress").

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the profit or loss within 'finance income/cost'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of the fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to profit or loss.

Derivatives financial instruments not designated as hedging instrument

Derivative financial instruments are not designated as hedging instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date of the derivative contract is entered into and subsequently re-measured at fair value. Such derivative financial instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss. Gains or losses arising from changes in fair value are recorded directly in profit or loss for the year.

The changes in fair value of the derivative financial instruments not designated as hedges are capitalised as part of the cost of ferrosilicon production facility ("construction-in-progress") if these derivatives are used to hedge the bank borrowings that finance the construction of the ferrosilicon production facility.

2(d) Summary of significant accounting policies (Cont'd)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs include all direct expenditure and production overheads based on the normal level of activity. The costs incurred in bringing each product to its present location and conditions are accounted for as follows:

(a) Raw materials at purchase cost on a weighted average basis; and

(b) Finished goods and work in progress at cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and balances on hand, demand deposits with banks and highly liquid investments with original maturities of 3 months or less which are readily convertible to cash and which are subject to an insignificant risk of changes in value.

Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid including any directly attributable incremental cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained earnings of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to the employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve of the Company.

Dividends

Final dividends proposed by the Directors are not accounted for in shareholders' equity as an appropriation of retained profits, until they have been approved by shareholders in a general meeting. When these dividends have been approved by shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the articles of association of the Company grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

Financial liabilities

The Company's and the Group's financial liabilities include borrowings, trade and bill payables, accruals and other payables.

Financial liabilities are recognised when the Company and the Group become a party to the contractual agreements of the instrument. All interest-related charges are recognised as an expense in "finance cost" in the profit or loss.

Financial liabilities are derecognised if the Company's and the Group's obligations specified in the contract expire or are discharged or cancelled.

2(d) Summary of significant accounting policies (Cont'd)

Financial liabilities (Cont'd)

Borrowings

Borrowings are recognised initially at the fair value of proceeds received less attributable transaction costs, if any. Borrowings are subsequently stated at amortised cost which is the initial fair value less any principal repayments. Any difference between the proceeds (net of transaction costs) and the redemption value is taken to profit or loss over the period of the borrowings using the effective interest method. The interest expense is chargeable on the amortised cost over the period of the borrowings using the effective interest method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Borrowings which are due to be settled within 12 months after the end of the reporting period are included in current borrowings in the statements of financial position even though the original terms were for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of the reporting period. Borrowings to be settled within the Company's and the Group's normal operating cycle are classified as current. Other borrowings due to be settled more than twelve months after the end of reporting period are included in non-current borrowings in the statements of financial position.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the related asset. Otherwise, borrowing costs are recognised as expenses when incurred. Borrowing costs consist of interests and other financing charges that the Company and the Group incur in connection with the borrowing of funds.

Capitalisation of borrowing costs commences when the activities to prepare the qualifying asset for its intended use are in progress and the expenditures for the qualifying asset and the borrowing costs have been incurred. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets are substantially completed for their intended use.

Foreign exchange differences arising from foreign currency borrowings are capitalised to the extent that they are regarded as an adjustment to interest costs.

Trade and bill payables/accruals and other payables

Trade and bill payables/accruals and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

5% Convertible Note

Convertible notes are initially recorded at fair value. The fair value of the liability portion is determined using a market interest rate for an equivalent non-convertible bond; this amount is recorded as a non-current liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option, which is recognised and included as a current liability as the convertible note is issued in a currency that is not the functional currency of the issuer and hence, cannot be classified as equity.

Financial guarantees

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantee contracts as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantee contracts are initially recognised at their fair value plus transaction costs in the statement of financial position.

Financial guarantee contracts are subsequently amortised to the profit or loss over the period of the subsidiaries' borrowings, unless the Company has incurred an obligation to reimburse the bank for an amount higher than the unamortised amount. In this case, the financial guarantee contracts shall be carried at the expected amount payable to the bank.

2(d) Summary of significant accounting policies (Cont'd)

Provisions and contingent liabilities

Provisions are recognised when the Company and the Group have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Present obligations arising from onerous contracts are recognised as provisions.

The Directors review the provisions annually and where in their opinion, the provision is inadequate or excessive, due adjustment is made.

Where the time value of money is material, provisions are discounted using a current pretax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in provision due to the passage of time is recognised as finance costs.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent liabilities are not recognised in the statements of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably measured. Contingent liabilities are recognised in the course of the allocation of the purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Where the Group is the lessee,

<u>Finance leases</u>

Where assets are financed by lease agreements that give rights approximating to ownership, the assets are capitalised as if they had been purchased outright at values equivalent to the lower of the fair values of the leased assets and the present value of the total minimum lease payments during the periods of the leases. The corresponding lease commitments are included under liabilities. The excess of lease payments over the recorded lease obligations are treated as finance charges which are amortised over each lease to give a constant effective rate of charge on the remaining balance of the obligation.

The leased assets are depreciated on a straight-line basis over their estimated useful lives as detailed in the accounting policy on "Property, plant and equipment".

<u>Operating leases</u>

Rentals on operating leases are charged to profit or loss on a straight-line basis over the lease term. Lease incentives, if any, are recognised as an integral part of the net consideration agreed for the use of the leased asset. Penalty payments on early termination, if any, are recognised in profit or loss when incurred.

Notes to the Financial Statements
for the financial year ended 31 December 2015

2(d) Summary of significant accounting policies (Cont'd)

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that a future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the date of the financial position; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the date of the financial position, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Current tax assets and current tax liabilities are presented net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities net if, and only if,

(a) the Group has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

    (i) the same taxable entity; or

    (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amount of deferred tax liabilities or assets are expected to be settled or recovered.

Royalties and Special Mining Taxes

Other tax expense includes the cost of royalty and special mining taxes payable to governments that are calculated on a percentage of taxable profit whereby profit represents net income adjusted for certain items defined in applicable legislation.

2(d) Summary of significant accounting policies (Cont'd)

Employee benefits

Defined contribution plan

Retirement benefits to employees are provided through defined contribution plans, as provided by the laws of the countries in which it has operations. The Singapore incorporated companies in the Group contribute to the Central Provident Fund ("CPF"). The Australian subsidiary in the Group is required to contribute to employee superannuation plans and such contributions are charged as an expense as the contributions are paid or become payable.

The Australian subsidiary contributes to individual employee accumulation superannuation plans at the statutory rate of the employees' wages and salaries, in accordance with statutory requirements, so as to provide benefits to employees on retirement, death or disability. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

These contributions are charged to the profit or loss in the period to which the contributions relate. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain general managers are considered key management personnel.

Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Company and the Group if that person:

 (i) has control or joint control over the Company;
 (ii) has significant influence over the Company; or
 (iii) is a member of the key management personnel of the Company or the Group or of a parent of the Company.

(b) An entity is related to the Company and the Group if any of the following conditions applies:

 (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 (iii) both entities are joint ventures of the same third party;
 (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 (vi) the entity is controlled or jointly controlled by a person identified in (a); or
 (vii) a person identified in (a) (i) has significant influence over the entity or (ii) is a member of the key management personnel of the entity (or of a parent of the entity).

Notes to the Financial Statements
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2(d) Summary of significant accounting policies (Cont'd)

Impairment of non-financial assets

The carrying amounts of the Company's and the Group's non-financial assets subject to impairment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the company at which management controls the related cash flows.

Individual assets or cash-generating units that include goodwill and other intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the assets or cash-generating units' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value-in-use, based on an internal discounted cash flow evaluation.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to profit or loss unless it reverses a previous revaluation in which case it is charged to equity.

With the exception of goodwill,

- An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.
- An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.
- A reversal of an impairment loss on a revalued asset is credited directly to equity under the heading revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in the profit or loss.

An impairment loss in respect of goodwill is not reversed, even if it relates to impairment loss recognised in an interim period that would have been reduced or avoided had the impairment assessment been made at a subsequent reporting or end of reporting period.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, net of rebates and discounts, goods and services tax and other sale taxes. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably and there is no continuing management involvement with the goods, revenue is recognised in the consolidated statement of comprehensive income as follows:

2(d) Summary of significant accounting policies (Cont'd)

Revenue recognition (Cont'd)

Revenue from the sale of goods is recognised upon the transfer of significant risks and rewards of ownership to the customers. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement. For sales of ores in the domestic markets, transfer occurs upon satisfaction of (i) full payments by customers and, (ii) notifications issued to customers to take deliveries; for international shipments, transfer occurs upon loading of the goods onto the relevant carrier at the port.

Interest income is recognised on a time-apportioned basis using the effective interest rate method.

Dividend income is recognised when the right to receive the dividend has been established.

Functional currencies

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Company and the Group are presented in Australian Dollars, which is also the functional currency of the Company.

Conversion of foreign currencies

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss.

However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any borrowings forming part of the net investment of the foreign operation are repaid, a proportionate share of the accumulated translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

All other foreign exchange gains and losses impacting profit or loss are presented in the consolidated statement of comprehensive income within "other operating expenses".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the transactions.

Group entities

The results and financial position of all the entities within the Group that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities are translated at the closing exchange rates at the end of the reporting period;

(ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) shall be translated at exchange rates at the dates of the transactions; and

(iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve.

Notes to the Financial Statements
for the financial year ended 31 December 2015

2(d) Summary of significant accounting policies (Cont'd)

Conversion of foreign currencies (Cont'd)

Group entities (Cont'd)

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date. For acquisitions prior to 1 January 2010, the goodwill and fair value adjustments are translated at the exchange rates at the dates of acquisition.

Operating segments

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive Directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive Directors are determined following the Group's major products and services.

The Group has identified the following reportable segments:

Mining	Exploration and mining of manganese ore
Smelting	Production of manganese ferroalloys and manganese sinter ore
Marketing and trading	Trading of manganese ore, manganese ferroalloys and sinter ore, chrome ore and iron ore

Each of these operating segments is managed separately as they require different resources as well as operating approaches.

The reporting segment results exclude the change in fair value of derivative financial instruments, finance income and costs, share of results of associate, income tax and corporate income and expenses which are not directly attributable to the business activities of any operating segment, and are not included in arriving at the operating results of the operating segment.

Segment assets include property, plant and equipment, land use rights, mine development costs, inventories, receivables and operating cash and mainly exclude available-for-sale financial assets, deferred tax assets, interest in an associate, goodwill and corporate assets which are not directly attributable to the business activities of any operating segment which primarily applies to the Group's headquarters.

Segment liabilities comprise operating liabilities and exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include income tax payables, deferred tax liabilities and corporate borrowings.

3 Principal activities and revenue

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are as stated in Note 11.

Revenue is turnover from the sales of ore and ferroalloy products which represent the invoiced value of goods sold, net of discounts, goods and services tax and other sales taxes.

4 Property, plant and equipment

The Group	Construction -in-progress	Leasehold buildings and improvements	Plant and machinery	Computer equipment, office equipment and furniture	Motor vehicles	Total
	A$'000	A$'000	A$'000	A$'000	A$'000	A$'000
Cost						
At 1 January 2014	247,306	19,848	129,564	3,798	1,804	402,320
Additions	196,076	143	2,456	290	275	199,240
Transfers	(80,901)	993	79,865	41	2	-
Disposals	-	(30)	(395)	(139)	(103)	(667)
Written off	-	-	-	(13)	-	(13)
Exchange realignment	21,676	2,182	2,118	53	175	26,204
At 31 December 2014	**384,157**	**23,136**	**213,608**	**4,030**	**2,153**	**627,084**
Additions	**89,387**	**313**	**1,480**	**410**	**358**	**91,948**
Transfers	**(198,353)**	**-**	**198,353**	**-**	**-**	**-**
Adjustment for loss of control of subsidiary*	**(1,668)**	**(8)**	**(107,960)**	**(3,190)**	**-**	**(112,826)**
Written off	**-**	**-**	**-**	**(29)**	**-**	**(29)**
Exchange realignment	**41,783**	**1,342**	**10,171**	**70**	**155**	**53,521**
At 31 December 2015	**315,306**	**24,783**	**315,652**	**1,291**	**2,666**	**659,698**
Accumulated depreciation and impairment loss						
At 1 January 2014	-	5,129	68,513	2,994	900	77,536
Depreciation for the year (Note 25)	-	1,065	13,936	389	297	15,687
Disposals	-	(6)	(215)	(84)	(62)	(367)
Written off	-	-	-	(13)	-	(13)
Exchange realignment	-	682	1,347	44	116	2,189
At 31 December 2014	**-**	**6,870**	**83,581**	**3,330**	**1,251**	**95,032**
Depreciation for the year (Note 25)	**-**	**1,315**	**24,877**	**534**	**390**	**27,116**
Adjustment for loss of control of subsidiary*	**-**	**-**	**(84,359)**	**(3,223)**	**-**	**(87,582)**
Impairment loss recognised (Note 25)	**-**	**-**	**10,638**	**-**	**-**	**10,638**
Written off	**-**	**-**	**-**	**(29)**	**-**	**(29)**
Exchange realignment	**-**	**381**	**991**	**34**	**94**	**1,500**
At 31 December 2015	**-**	**8,566**	**25,090**	**646**	**1,735**	**36,037**
Net book value						
At 31 December 2015	**315,306**	**16,217**	**279,924**	**645**	**931**	**613,023**
At 31 December 2014	384,157	16,266	130,027	700	902	532,052

*This relates to a subsidiary in which the Group had lost control at the end of the reporting period.

The net book value of motor vehicles acquired under finance lease for the Group amounted to A$454,000 (2014 - A$305,000) (Note 21.1).

Leasehold buildings are located in Singapore and the People's Republic of China ("PRC").

The impairment loss represent the impairment of certain property, plant and equipment recognised in profit or loss due to the suspension of mining operations in one of the subsidiaries during the year (see Note 2(a)). This is based on the net cash flows for the mining operations at the end of its useful life. Accordingly, the goodwill relating to this operating segment and its cost of investment are impaired (Notes 8 and 11).

Notes to the Financial Statements
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5 Land use rights

The Group	2015 A$'000	2014 A$'000
Non-current		
At the beginning of the year	**32,164**	37,476
Amortisation for the year (Note 25)	**(327)**	(651)
Reclassification #	**(15,629)**	(6,698)
Exchange realignment	**1,904**	2,037
At the end of the year	**18,112**	32,164
Current – land use rights classified as held-for-sale		
At the beginning of the year	**6,698**	-
Reclassification #	**15,629**	6,698
Exchange realignment	**(2,016)**	-
At the end of the year	**20,311**	6,698
	38,423	38,862
At the end of the year		
Cost	**40,444**	40,534
Accumulated amortisation	**(2,021)**	(1,672)
Net carrying value	**38,423**	38,862

The land use rights are for leasehold land located in the PRC and Malaysia.

As at 31 December 2015, the land use rights for leasehold land located in Malaysia had a net carrying value of A$36,823,000 (2014 - A$30,609,000) and are pledged as security for borrowings referred to in Notes 21.2(c) and (f).

During the year, a subsidiary of the Company entered into two option agreements with two parties to sell a total of 70 acres (2014 – 30 acres) of land at A$25,400,000 (2014 - A$10,100,000). 10% of the down payment for the purchase of land were received during the year. As a result, the cost of the 70 acres (2014 - 30 acres) of land sold which amounted to A$15,629,000 (2014 - A$6,698,000) was reclassified to current assets at the end of the reporting period.

6 Exploration and evaluation costs

The Group	2015 A$'000	2014 A$'000
At beginning of the year	**1,479**	1,660
Costs incurred during the year	**802**	1,527
Written off during the year (Note 25)	**(605)**	(1,708)
At the end of the year	**1,676**	1,479

The summarised financial information in relation to exploration and evaluation costs is as follows:

The Group	2015 A$'000	2014 A$'000
Assets	**23**	28
Liabilities	**-**	-
Income and expenses	**(46)**	(201)
Operating cash flows	**360**	1,677
Investing cash flows	**(376)**	(2,005)

7 Mine development costs

The Group	2015 A$'000	2014 A$'000
At beginning of the year	**14,076**	16,910
Costs incurred during the year	**457**	1,462
Amortisation for the year (Note 25)	**(4,023)**	(4,296)
Impairment during the year (Note 25)	**(10,510)**	-
At end of the year	**-**	14,076
At the end of the year		
Costs	**-**	31,427
Accumulated amortisation	**-**	(17,351)
Net carrying value	**-**	14,076

The ultimate recoupment of the mine development costs is dependent upon successful mining or sale of the areas of interest. The mine development costs were impaired due to the suspension of mining operations in one of the subsidiaries during the year (see Note 2(a)).

8 Goodwill

The Group	2015 A$'000	2014 A$'000
At beginning of the year	**2,065**	2,065
Impairment recognised (Note 25)	**(2,065)**	-
At end of the year	**-**	2,065

Goodwill was allocated to the Group's cash-generating unit ("CGU") relating to the mining segment from which it is expected to benefit.

The recoverable amount of the CGU for 2014 was determined based on value-in-use calculations. Cash flow projections used in these calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rates stated below. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs.

The Group	2014
Gross margin(1)	14% - 35%
Growth rate(2)	5% - 11%
Discount rate(3)	10%

(1) Budgeted gross margin
(2) Weighted average growth rate used to extrapolate cash flows beyond the budget period
(3) Pre-tax discount rate applied to the pre-tax cash flow projections

Management estimated the discount rate using pre-tax rates that reflected current market assessments of the time value of money and the risks specific to the business segment. The growth rates were based on industry growth forecasts. Changes in selling prices and direct costs were based on past practices and expectations of future changes in the market. Management determined the budgeted gross margin based on past performance and its expectations for market development.

Apart from the considerations described in determining the value-in-use of the CGUs above, the Directors were not aware of any other probable changes that would necessitate changes in its key estimates.

8 Goodwill (Cont'd)

The impairment test carried out as at 31 December 2014 for the CGU for the operation in Australia showed the recoverable amount of the CGU to be A$138,659,000 or 15% higher than its carrying amount. A decrease in the gross margin by 17.00% or a decrease in the growth rate by 3.00% would result in the recoverable amount of the operation CGU in Australia to equal its carrying amount.

During the year, an impairment of A$2,065,000 (2014 - A$Nil) is recognised within "other operating expenses" in the Consolidated statement of comprehensive income. This impairment arises from the mining CGU as a result of a subsidiary of the Company, which solely represents the mining segment, going into Voluntary Administration and suspending its mining operations during the year (see Note 4).

9 Available-for-sale financial assets

The Company and The Group	**2015** **A$'000**	2014 A$'000
Quoted equity investments, at fair value		
At beginning of the year	**2,727**	11,691
Impairment loss recognised directly in profit or loss (Note 25)	**(1,313)**	(3,988)
Fair value loss recognised directly in other comprehensive income	**(616)**	(4,976)
	(1,929)	(8,964)
At end of the year	**798**	2,727

Represented by:

The Company and The Group	**2015** **A$'000**	2014 A$'000
Quoted equity investments, at costs	**81,899**	81,899
Impairment loss		
At beginning of the year	**(79,172)**	(70,208)
Impairment loss recognised directly in profit or loss	**(1,313)**	(3,988)
Fair value loss recognised directly in other comprehensive income	**(616)**	(4,976)
At end of the year	**(81,101)**	(79,172)
At end of the year	**798**	2,727

The fair value of quoted equity investments is determined by reference to quoted closing bid prices on the Australian Securities Exchange at the financial reporting dates.

10 Deferred taxation

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset deferred income tax assets against deferred income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

The Group	**2015** **A$'000**	2014 A$'000
Deferred tax assets		
To be recovered within one year	**-**	-
To be recovered after one year	**4,608**	8,996
	4,608	8,996

10 Deferred taxation (Cont'd)

The Group	2015 A$'000	2014 A$'000
Deferred tax assets		
Balance at beginning of the year	**2,730**	22,468
Charged/(credited) to the profit or loss (Note 26)	**1,760**	(20,142)
Exchange difference on translation	**118**	34
	4,608	2,360
Over provision in respect of prior years (Note 26)	**-**	370
	4,608	2,730
Profit-based royalty recoverable (Northern Territory Government)	**-**	6,266
Balance at end of the year	**4,608**	8,996
Deferred tax liabilities		
Balance at beginning of the year	**-**	(6)
Credited to the profit or loss (Note 26)	**-**	6
Balance at end of the year	**-**	-

The balance comprises tax on the following temporary differences:

The Group	Excess of net book value over tax written down value of qualifying property, plant, and equipment A$'000	Provisions A$'000	Tax losses A$'000	Northern Territory Government Royalty Benefit A$'000	Others A$'000	Total A$'000
At 1 January 2014	(7,172)	2,214	27,620	8,563	(200)	31,025
Charged/(credited) to						
- profit or loss (Note 26)	7,172	(2,214)	(24,924)	(2,297)	200	(22,063)
Exchange difference on translation	-	-	34	-	-	34
At 31 December 2014	**-**	**-**	**2,730**	**6,266**	**-**	**8,996**
Charged/(credited) to						
- profit or loss (Note 26)	**-**	**-**	**1,760**	**(6,266)**	**-**	**(4,506)**
Exchange difference on translation	**-**	**-**	**118**	**-**	**-**	**118**
At 31 December 2015	**-**	**-**	**4,608**	**-**	**-**	**4,608**

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10 Deferred taxation (Cont'd)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

The Group	**2015** **A$'000**	2014 A$'000
Tax losses	**10,783**	119,342

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits.

Unrecognised taxable temporary differences associated with investments in subsidiaries and associates

Deferred income tax liabilities of A$1,357,000 (2014 - A$2,000,000) have not been recognised for withholding and other taxes that will be payable on the earnings of an overseas subsidiary and associates when remitted to the holding company.

11 Subsidiaries

The Company	**2015** **A$'000**	2014 A$'000
Unquoted equity investments, at cost		
As at the beginning of the year	**8,014**	8,014
Accumulated impairment loss	**(3,053)**	-
As at the end of the year	**4,961**	8,014
Amounts due from subsidiaries:		
- Interest-free	**50,669**	204,354
- Interest-bearing	**51,673**	46,029
	107,303	258,397

The amounts due from subsidiaries are unsecured and are not expected to be repaid within one year. The amounts include a balance of A$51,673,000 (2014 - A$46,029,000) which is interest-bearing at a weighted average effective interest rate of 12.74% (2014 - 12.45%) per annum. The remaining balances are interest-free, which represent net investments, with indeterminable repayments.

The impairment loss arose from the impairment of the cost of investment in a legal subsidiary which the Group lost control of as at the end of the reporting period and the cost of investment is not recoverable (Note 2(a)) (see Note 4).

Management has determined that a subsidiary is considered material to the Group if the Group's share of its net tangible assets represents 20% or more of the Group's consolidated net tangible assets, or if the Group's share of its revenue accounts for 10% or more of the Group's consolidated revenue.

11 Subsidiaries (Cont'd)

Details of the Group's material subsidiaries at the end of the reporting period are set out below:

Name	Place of incorporation/ and operation	Proposition of ownership interest and voting rights held by the Group		Principal activities
		2015	2014	
		%	%	
Held by OM Resources (HK) Limited				
OM Materials (S) Pte. Ltd. [1]	Singapore	**100**	100	Investment holding and trading of metals and ferroalloy products
Held by OM Materials (S) Pte. Ltd.				
OM Materials (Sarawak) Sdn.Bhd. [2]	Malaysia	**75**	80	Sales and processing of ferroalloys and ores
OM Materials (Qinzhou) Co. Ltd. [3]	PRC	**100**	100	Sales and processing of ferroalloys and ores
Held by OM Trade (S) Pte. Ltd.				
OM Materials Trading (Qinzhou) Co. Ltd.[3]	PRC	**100**	100	Sales and processing of ferroalloys and ores

Notes:

(1) audited by Foo Kon Tan LLP.
(2) audited by Ernst & Young
(3) audited by Guangxi JiaHai Accountant Affairs Office Co. Ltd.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The principal activities of these subsidiaries are summarised as follows:

Principal activities	Place of incorporation/and operation	Number of subsidiaries	
		2015	2014
Investment holding	The British Virgin Islands	**2**	2
Investment holding	Mauritius	**1**	1
Investment holding	Hong Kong	**1**	1
Investment holding	Singapore	**1**	1
Trading of metals and ferroalloy products	Malaysia	**1**	1
Trading of metals and ferroalloy products	Singapore	**1**	1
Trading of metals and ferroalloy products	PRC	**2**	2
Sales and processing of ferroalloys and ores	Malaysia	**2**	2
Exploration and mining of minerals	Malaysia	**2**	2
		13	13

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11 Subsidiaries (Cont'd)

The table below shows details of a non-wholly owned subsidiary of the Group that has material non-controlling interests:

Name	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		2015	2014	**2015**	2014	**2015**	2014
				A$'000	A$'000	**A$'000**	A$'000
OM Materials (Sarawak) Sdn. Bhd.	Malaysia	**25%**	20%	**(3,154)**	(408)	**17,613**	19,452

Summarised financial information in respect of the above subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

OM Materials (Sarawak) Sdn. Bhd.	**2015**	2014
	A$'000	A$'000
Summarised Statement of Financial Position		
Current assets	**260,058**	100,084
Non-current assets	**595,936**	457,772
Current liabilities	**(194,868)**	(74,427)
Non-current liabilities	**(590,982)**	(386,478)
Equity attributable to owners of the Company	**52,531**	77,561
Non-controlling interests	**17,613**	19,390
Summarised Statement of Comprehensive Income		
Revenue	**59,715**	-
(Expenses)/income	**(70,825)**	6,638
(Loss)/profit for the year	**(11,110)**	6,638
(Loss)/profit attributable to owners of the Company	**(7,956)**	5,310
(Loss)/profit attributable to the non-controlling interest	**(3,154)**	1,328
(Loss)/profit for the year	**(11,110)**	6,638
Other comprehensive expense attributable to owners of the Company	**(25,151)**	(16,996)
Other comprehensive expense attributable to the non-controlling interests	**(6,901)**	(4,249)
Other comprehensive expense for the year	**(32,052)**	(21,245)
Total comprehensive expense attributable to owners of the Company	**(33,107)**	(11,686)
Total comprehensive expense attributable to the non-controlling interests	**(10,055)**	(2,921)
	(43,162)	14,607
Other summarised information		
Net cash inflow/(outflow) from operating activities	**2,576**	(19,252)
Net cash outflow from investing activities	**(68,009)**	(160,755)
Net cash inflow from financing activities	**63,032**	150,731
Net cash outflow	**(2,401)**	(29,276)

12 Interests in associates

The Group	**2015** **A$'000**	2014 A$'000
Unquoted equity investment, at cost	**100,430**	100,127
Share of post-acquisition profits and reserves	**6,232**	7,754
	106,662	107,881

Details of each of the Group's material associates at the end of the reporting period are as follows:-

Name of company	Country of incorporation	Percentage of equity held 2015 %	2014 %	Principal activities
Main Street 774 (Pty) Limited [1]	South Africa	**26**	26	Investment holding
OM Tshipi (S) Pte Ltd [2]	Singapore	**33**	33	Trading of metals and ferroalloy products

(1) audited by KPMG Inc.
(2) audited by Ernst & Young

Shares in the associates are held by wholly-owned subsidiaries of the Group, OMH (Mauritius) Corp., and OM Materials Trade (S) Pte Ltd.

All of these associates are accounted for using the equity method in these consolidated financial statements.

Summarised financial information in respect of each of the Group's material associates are set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRSs.

	Main Street 774 (Pty) Limited		OM Tshipi (S) Pte Ltd		Total	
	2015 **A$'000**	2014 A$'000	**2015** **A$'000**	2014 A$'000	**2015** **A$'000**	2014 A$'000
- Current assets	**34**	36	**12,784**	8,745	**12,818**	8,781
- Non-current assets	**115,351**	149,214	**-**	-	**115,351**	149,214
- Current liabilities	**82,551**	6	**3,122**	2,438	**85,673**	2,444
- Revenue	**-**	-	**5,693**	7,783	**5,693**	7,783
- Profit for the year	**(9,087)**	17,130	**2,486**	5,108	**(6,601)**	22,238
- Other comprehensive income for the year	**-**	-	**-**	-	**-**	-
- Total comprehensive income for the year	**(9,087)**	17,130	**2,486**	5,108	**(6,601)**	22,238

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12 Interests in associates (Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	Main Street 774 (Pty) Limited		OM Tshipi (S) Pte Ltd		Total	
	2015	2014	**2015**	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000	**A$'000**	A$'000
Net assets of the associates	**115,380**	149,244	**9,662**	6,307	**125,042**	155,551
Proportion of the Group's ownership interest in the associates	**29,999**	38,803	**3,221**	2,102	**33,220**	40,905
Goodwill	**59,842**	59,842	**-**	-	**59,842**	59,842
Currency translation difference	**13,570**	7,108	**(10)**	-	**13,560**	7,108
Carrying value	**103,411**	105,753	**3,211**	2,102	**106,622**	107,855
Add:						
Carrying value of individually immaterial associated company					**40**	26
Carrying value of Group's interest in associated companies					**106,662**	107,881

Aggregate information of associates that are not individually material

	2015	2014
	A$'000	A$'000
The Group's share of profit, representing total comprehensive income	**12**	6

13 Inventories

The Group	**2015** A$'000	2014 A$'000
Raw materials, at cost	**176,007**	89,376
Work-in-progress, at cost	**-**	1,055
Work-in-progress, at net realisable value	**-**	30,789
Finished goods, at cost	**83,841**	45,292
	259,848	166,512
Cost of inventories recognised as an expense and included in cost of sales	**332,348**	496,602

Inventories of A$Nil (2014 - A$11,789,000) were pledged as security for bank loans of the Group [Note 21.2(e)].

Included in inventories is an amount of A$Nil (2014 - A$20,740,000) of ore requiring re-treatment that is expected to be processed for sale within the next 5 years based on the expected production rate of the secondary processing plant. As at 31 December 2015, these inventories of A$27,167,000 (Note 25) were written-off to profit or loss due to the suspension of mining operations in one of the subsidiaries.

During the year, inventories of A$9,354,000 (2014 - A$89,000) were written down to net realisable value and recognised as expense in profit or loss (Note 25).

14 Derivative financial instruments

The Group	Notional Principal Amount 2015 A$'000	2015 Assets A$'000	2015 Liabilities A$'000	Notional Principal Amount 2014 A$'000	2014 Assets A$'000	2014 Liabilities A$'000
Current						
Foreign currency forward contracts [Note (a)]	**127,835**	**-**	**30,461**	-	-	-
5% Convertible note (Note 21.3)	**-**	**-**	**-**	-	-	483
Non-current						
Foreign currency forward contracts [Note (a)]	**133,570**	**-**	**34,557**	298,297	-	31,050
Cross Currency Swap [Note (b)]	**98,704**	**-**	**37,501**	108,042	-	15,625
Interest Rate Swap [Note (c)]	**144,681**	**-**	**1,406**	118,950	-	2,184
	376,955	**-**	**73,464**	525,289	-	48,859

The Company	2015 Assets A$'000	2015 Liabilities A$'000	2014 Assets A$'000	2014 Liabilities A$'000
Current				
5% Convertible note (Note 21.3)	**-**	**-**	-	483

Derivative financial instruments are denominated in the following currencies:

	The Company 2015 A$'000	The Company 2014 A$'000	The Group 2015 A$'000	The Group 2014 A$'000
United States Dollar	**-**	483	**66,424**	33,717
Malaysian Ringgit	**-**	-	**37,501**	15,625
	-	483	**103,925**	49,342

Trading derivatives are classified as a current asset or liability. The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and, as a current asset or liability, if the maturity of the hedged item is less than 12 months.

The changes in fair value of the derivatives not designated as cash flow hedges amounted to A$2,687,000 (2014 - A$2,256,000) and have been capitalised in construction-in-progress.

(a) The nature of the risk being hedged is currency mismatch between future earnings denominated in United States Dollar ("USD") and forecasted purchases in Malaysian Ringgit ("MYR"). Due to this exposure to the variation in cash flows, forward contracts are entered into to exchange such forecasted payments denominated in the two different currencies. The hedge is designed to swap 50% of the Group's MYR obligations into USD obligations, thus removing future currency risk for 50% of the payments.

(b) Cross currency swap is entered into to exchange interest payments and loan principals denominated in USD and MYR in respect of bank loans [Note 21.2 (f)]. The outstanding cross currency swap at the end of the financial year has a notional value that hedges 100% of such interest and principal repayments.

(c) Interest rate swaps are used to manage the interest rate risk exposures arising from the loans and borrowings at floating rates in respect of Note 21.2 (f). At the end of the reporting period, the Group has interest rate swaps with notional values that hedge 50% of the exposure to the cash flow risk in connection with the floating interest rate of loans and borrowings.

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15 Trade and other receivables

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Trade receivables	**-**	-	**4,475**	17,882
Bills receivable	**-**	-	**42**	4,237
Net trade receivables (i)	-	-	**4,517**	22,119
Other receivables				
Amounts due from subsidiaries (non-trade)	**100,257**	126,417	**-**	-
Amount due from a legal subsidiary (non-trade) [Note 2(a)]	**108,623**	-	**-**	-
Deposits and other receivables	**-**	-	**49,501**	17,786
	208,880	126,417	**49,501**	17,786
Allowance for impairment of other receivables				
At beginning of the year	**-**	-	**-**	-
Allowance for the year	**(82,925)**	-	**-**	-
At end of the year	**(82,925)**	-	**-**	-
Net other receivables (ii)	**125,955**	126,417	**49,501**	17,786
Total (i) + (ii)	**125,955**	126,417	**54,018**	39,905

The non-trade amounts due from subsidiaries and a legal subsidiary represent advances which are interest-free, unsecured and repayable on demand.

Bills receivable of A$Nil (2014 - A$1,368,000) have been pledged as security for bank loans of the Group [Note 21.2(b)].

Trade and other receivables are denominated in the following currencies:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Australian Dollar	**125,955**	126,402	**26,085**	2,482
Renminbi	**-**	-	**6,900**	16,822
United States Dollar	**-**	15	**13,783**	19,217
Malaysian Ringgit	**-**	-	**7,108**	1,316
Others*	**-**	-	**142**	68
	125,955	126,417	**54,018**	39,905

*Others include Singapore Dollar and South African Rand.

15 Trade and other receivables (Cont'd)

The credit risk for trade and other receivables based on the information provided by key management is as follows:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
By geographical areas				
People's Republic of China	**-**	-	**7,733**	32,760
Australia	**25,698**	26,197	**26,085**	2,482
Singapore	**-**	15	**-**	1,469
Malaysia	**-**	-	**18,240**	2,527
Mauritius	**100,257**	100,205	**-**	-
Others*	**-**	-	**1,960**	667
	125,955	126,417	**54,018**	39,905

*Others include India, Netherlands and Taiwan.

Trade and other receivables that were neither past due nor impaired amounting to A$125,955,000 (2014 - A$126,417,000) and A$54,018,000 (2014 - A$39,905,000) for the Company and the Group related to a wide range of customers for whom there was no recent history of default.

The ageing analysis of trade and other receivables past due but not impaired is as follows:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Past due 0 to 3 months	**-**	-	**-**	-
Past due 3 to 6 months	**-**	-	**-**	-
Past due over 6 months	**-**	-	**50**	78
	-	-	**50**	78

Trade and other receivables that were past due but not impaired related to a number of customers that have a good track record with the Group. Based on historical default rates, the Group believes that no impairment allowance is necessary in respect of trade and other receivables not past due or past due over 6 months. These receivables are mainly arising from customers that have a good credit record with the Group.

Included in non-trade amounts due from subsidiaries is an amount of A$82,925,000 which is not past due but impaired as the Company believes that this amount may not be recoverable due to the subsidiary suspending its mine operations and going into Voluntary Administration during the year.

16 Cash and bank balances

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Cash at bank and on hand	**55**	227	**15,310**	51,695
Short-term bank deposits	**-**	-	**8,603**	13,178
Total cash and bank balances [Notes (a), (b) and (c)]	**55**	227	**23,913**	64,873
Less: Cash collateral [Notes (d) and (e)]	**-**	-	**(11,202)**	(26,122)
Cash and cash equivalents	**55**	227	**12,711**	38,751

Notes:

(a) Short-term bank deposits are for varying periods of one day to one month depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

(b) At 31 December 2015, the total amount of cash and cash equivalents of the Group which were deposited with banks in the PRC and denominated in Renminbi ("RMB") amounted to A$4,380,000 (2014 - A$12,691,000). The RMB is not freely convertible into other currencies.

(c) Certain bank deposits were designated to secure banking facilities provided to the Group in respect of bank loans [(Note 21.2(f)]. The weighted average effective interest rate was 4.26% to 6.93% (2014 - 4.17% to 6.20%) per annum.

(d) Certain bank deposits were pledged to banks to secure banking facilities provided to the Group in respect of letters of credit and bank loans [(Notes 21.2(a), (b), (d) and (g)]. The cash collateral has an average maturity of 3 months (2014 - 1 to 6 months) with the weighted average effective interest rates of 0.4% (2014 - 0.41% to 3.08%) per annum.

(e) In prior year, certain bank deposits held by the Australian subsidiary were pledged to secure the issuance of environmental bonds. The A$2,782,000 cash collateral had an average maturity of 1 month with the weighted average effective interest rate of 2.68% per annum. These bank deposits have matured during the year.

Cash and bank balances are denominated in the following currencies:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Australian Dollar	**53**	225	**88**	3,363
Renminbi	**-**	-	**4,380**	12,691
United States Dollar	**2**	2	**17,577**	34,000
Malaysian Ringgit	**-**	-	**1,761**	14,637
Others*	**-**	-	**107**	182
	55	227	**23,913**	64,873

*Others include Singapore Dollar, Hong Kong Dollar, South African Rand and Euro.

16 Cash and bank balances (Cont'd)

The fixed deposits have an average maturity of 3 months (2014 - 3 months) from the end of the financial year with the following weighted average effective interest rates:

	2015	2014
The Group		
Australian Dollar	**-**	2.68%
Renminbi	**-**	3.08%
United States Dollar	**0.40%**	0.41%
Malaysian Ringgit	**3.00%**	2.7% - 5.00%

17 Share capital

	No. of ordinary shares		Amount	
	2015	2014	**2015**	2014
The Company and The Group	**'000**	'000	**A$'000**	A$'000
Authorised:				
Ordinary shares of A$0.05 (2014 - A$0.05) each	**2,000,000**	2,000,000	**100,000**	100,000
Issued and fully paid:				
Ordinary shares of A$0.05 each as at 1 January and 31 December	**733,423**	733,423	**36,671**	36,671

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

18 Treasury shares

	No. of ordinary shares		Amount	
	2015	2014	**2015**	2014
The Company and The Group	**'000**	'000	**A$'000**	A$'000
At beginning and end of year	**1,933**	1,933	**2,330**	2,330

The Company acquired 983,295 and 950,000 of its own shares in year 2008 and 2009 respectively, through purchase on the Australia Stock Exchange. The total amount paid was A$2,330,000 and has been deducted from the shareholders' equity (Note 17). The shares are held as "treasury shares".

19 Reserves

	The Company		The Group		
	31 December 2015 A$'000	31 December 2014 A$'000	**31 December 2015 A$'000**	31 December 2014 A$'000 (Restated)	1 January 2014 A$'000
Share premium	**176,563**	176,563	**176,563**	176,563	176,563
Non-distributable reserve [Note (i)]	**-**	-	**5,553**	5,553	5,553
Capital reserve [Note (ii)]	**449**	449	**16,513**	572	139
Share option reserve [Note (iii)]	**-**	-	**-**	-	5,975
Fair value reserve [Note (iv)]	**217**	833	**217**	833	5,809
Contributed surplus [Note (v)]	**3,312**	3,312	**-**	-	-
Hedging reserve [Note (vi)]	**-**	-	**(56,962)**	(31,812)	(20,123)
Exchange fluctuation reserve	**-**	-	**19,718**	7,762	(7,176)
(Accumulated losses)/retained profits	**(173,264)**	51,756	**(108,776)**	13,325	74,764
	7,277	232,913	**52,826**	172,796	241,504
Share premium					
At 1 January and 31 December	**176,563**	176,563	**176,563**	176,563	176,563
Non-distributable reserve					
At 1 January and 31 December	**-**	-	**5,553**	5,553	5,553
Capital reserve					
At 1 January	**449**	-	**572**	139	69
Disposal of non-controlling interests without a change in control	**-**	-	**15,941**	-	-
Issue of warrants (vii)	**-**	449	**-**	449	-
Currency translation differences	**-**	-	**-**	(16)	70
At 31 December	**449**	449	**16,513**	572	139
Share option reserve					
At 1 January	**-**	5,975	**-**	5,975	12,814
Equity settled share-based transactions	**-**	-	**-**	-	2,440
Share options lapsed	**-**	(5,975)	**-**	(5,975)	(9,279)
At 31 December	**-**	-	**-**	-	5,975

19 Reserves (Cont'd)

	The Company		The Group		
	31 December 2015 A$'000	31 December 2014 A$'000	**31 December 2015 A$'000**	31 December 2014 A$'000 (Restated)	1 January 2014 A$'000
Fair value reserve					
At 1 January	**833**	5,809	**833**	5,809	-
Fair value loss recognised directly in other comprehensive income	**(616)**	(4,976)	**(616)**	(4,976)	5,809
At 31 December	**217**	833	**217**	833	5,809
Contributed surplus					
At 1 January and 31 December	**3,312**	3,312	**-**	-	-
Hedging reserve					
At 1 January	**-**	-	**(31,812)**	(20,123)	-
Cash flow hedges	**-**	-	**(25,150)**	(11,689)	(20,123)
At 31 December	**-**	-	**(56,962)**	(31,812)	(20,123)
Exchange fluctuation reserve					
At 1 January	**-**	-	**7,762**	(7,176)	(15,520)
Currency translation differences	**-**	-	**11,956**	14,938	8,344
At 31 December	**-**	-	**19,718**	7,762	(7,176)
Retained profits					
At 1 January	**51,756**	44,283	**13,325**	74,764	115,951
(Loss)/profit for the year	**(225,020)**	1,498	**(122,101)**	(67,414)	(48,987)
Share options lapsed	**-**	5,975	**-**	5,975	9,279
Transfer to non-distributable reserves	**-**	-	**-**	-	(1,479)
At 31 December	**(173,264)**	51,756	**(108,776)**	13,325	74,764
Total reserves	**7,277**	232,913	**52,826**	172,796	241,504

Notes:

(i) In accordance with the accounting principles and financial regulations applicable to Sino-foreign joint venture enterprises, the subsidiaries in the PRC are required to transfer part of their profit after tax to the "Statutory Reserves Fund", the "Enterprise Expansion Fund" and the "Staff Bonus and Welfare Fund", which are non-distributable, before profit distributions to joint venture partners. The quantum of the transfers is subject to the approval of the board of Directors of these subsidiaries.

The annual transfer to the Statutory Reserves Fund should not be less than 10% of profit after tax, until it aggregates to 50% of the registered capital. However, foreign enterprises may choose not to appropriate profits to the Enterprise Expansion Fund.

The Statutory Reserves Fund can be used to make good previous years' losses while the Enterprise Expansion Fund can be used for acquisition of property, plant and equipment and financing daily funds required. The Staff Bonus and Welfare Fund is utilised for employees collective welfare benefits and is included in other payables under current liabilities in the statements of financial position.

19 Reserves (Cont'd)

(ii) This arose from the capitalisation of various reserves and retained profits in one of the Sino-foreign joint ventures of the Group. The purpose of the capitalisation is to increase the registered capital of the joint venture. During the year, there were changes in ownership interest in subsidiaries which did not result in loss of control. As a result, the impact of these changes was recognised in capital reserves.

(iii) This arose from the recognition of share based payments arising from the grant of unlisted options to certain Directors and employees of the Company and its subsidiaries (Note 30).

(iv) The fair value reserve of the Company and the Group represents the changes in fair value of available-for-sale financial asset.

(v) The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued for acquisition of the subsidiaries and the aggregate net asset value of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus can be distributable to shareholders under certain circumstances.

(vi) The hedging reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge recognised in other comprehensive income and accumulated hedging reserves is reclassified to profit or loss when the hedged transaction impacts the profit or loss.

(vii) The bank loans in Note 21.2(g) come with 31.2 million detachable warrants issued at a strike price of A$0.40 per warrant with each warrant convertible into one equity share of the Company. Warrants can be exercised any time within 5 years of the issue date. Payment of the exercise price shall be made in cash. At 31 December 2015, all the warrants remain unexercised.

20 Land use rights obligation

The land use rights obligations pertain to the present value of the remaining unpaid land premium for a land use right in Sarawak, Malaysia. The unpaid land premium is to be paid over the remaining 2 annual instalments and is recognised as land use rights obligation in the consolidated statement of financial position.

21 Borrowings

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Non-current				
Obligations under finance leases (Note 21.1)	**-**	-	**1,741**	4,349
Bank loans, secured (Note 21.2)	**39,024**	32,160	**389,325**	351,548
5% Convertible Note (Note 21.3)	**-**	19,264	**-**	19,264
Other loans (Note 21.4)	**15,367**	12,819	**44,183**	27,441
	54,391	64,243	**435,249**	402,602
Current				
Obligations under finance leases (Note 21.1)	**-**	-	**600**	4,329
Bank loans, secured (Note 21.2)	**-**	-	**111,871**	75,081
5% Convertible Note (Note 21.3)	**20,362**	-	**20,362**	-
Other loans (Note 21.4)	**-**	-	**2,053**	-
	20,362	-	**134,886**	79,410
	74,753	64,243	**570,135**	482,012

21 Borrowings (Cont'd)

21.1 Obligations under finance leases

	2015	2014
	A$'000	A$'000
The Group		
Minimum lease payments payable:		
Due not later than one year	**736**	4,891
Due later than one year and not later than five years	**1,919**	4,710
	2,655	9,601
Less: Finance charges allocated to future periods	**(314)**	(923)
Present value of minimum lease payments	**2,341**	8,678
Present value of minimum lease payments:		
Due not later than one year	**600**	4,329
Due later than one year and not later than five years	**1,741**	4,349
	2,341	8,678

The Group leases motor vehicles from non-related parties under finance leases. The lease agreements do not have renewal clauses but provide the Group with options to purchase the leased assets at nominal values at the end of the lease term. The finance lease obligations are secured by the underlying assets (Note 4).

21.2 Bank Loans

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Bank loans, secured [Note (a)]	**-**	-	**-**	3,848
Bank loans, secured [Note (b)]	**-**	-	**-**	2,828
Bank loans, secured [Note (c)]	**-**	-	**13,309**	13,973
Bank loans, secured [Note (d)]	**-**	-	**58,424**	53,109
Bank loans, secured [Note (e)]	**-**	-	**-**	6,917
Bank loans, secured [Note (f)]	**-**	-	**359,227**	283,595
Bank loans, secured [Note (g)]	**39,024**	32,160	**70,236**	62,359
	39,024	32,160	**501,196**	426,629
Amount repayable not later than one year	**-**	-	**111,871**	75,081
Amount repayable after one year	**39,024**	32,160	**389,325**	351,548
	39,024	32,160	**501,196**	426,629

Notes:

(a) The loans were secured by:

- a charge over certain bank deposits as disclosed in Note 16 (d);
- a security agreement over the Company's holding of 52,482,500 Northern Iron Limited ("NFE") shares listed on the ASX;
- the Company's holding of 100% shares of OMH (Mauritius) Corp, a company incorporated in Mauritius;
- OMH (Mauritius) Corp's holding of 2,592,593 shares (representing 26%) in Main Street 774 (Proprietary) Limited, a company incorporated under the laws of the Republic of South Africa; and
- irrevocable and unconditional corporate guarantees provided by the Company and a subsidiary.

The weighted average effective interest rate was Nil% (2014 - 2.53%) per annum.

21 Borrowings (Cont'd)

21.2 Bank loans (Cont'd)

Notes:

(b) The loans were secured by charges over certain bank deposits and bills receivables as disclosed in Note 16(d) and Note 15 respectively, and the weighted average effective interest rate of the bank loans was Nil% (2014 - 4.24%) per annum.

(c) The loan is secured by a charge over leasehold land as disclosed in Note 5, and an irrevocable and unconditional corporate guarantee provided by the Company. The weighted average effective interest rate of the bank loan was 3.40% to 7.07% (2014 - 3.04% to 6.20%) per annum.

(d) The loans are secured by charges over certain bank deposits as disclosed in Note 16(d), and the weighted average effective interest rate of the bank loans was 3.07% to 4.85% (2014 - 2.22%) per annum.

(e) The loans were secured by charges over certain inventories as disclosed in Note 13, and the weighted average effective interest rate of the bank loans was Nil% (2014 - 5.30%) per annum.

(f) These loans are project finance loans for OM Sarawak ferroalloy projects and are secured by:

- the Company's holding of 75% (2014 - 80%) shares of OM Materials (Sarawak) Sdn Bhd, a company incorporated in Malaysia;
- charge over certain bank deposits as disclosed in Note 16(c);
- charge over certain land use rights as disclosed in Note 5;
- debenture;
- borrower assignment;
- assignment of insurances;
- shareholder assignment;
- assignment of reinsurances; and
- corporate guarantee from OM Holdings Limted and Cahya Mata Sarawak Berhad.

The weighted average effective interest rates were 4.16% to 7.04% (2014 - 4.15% to 6.47%) per annum.

(g) The loans are secured by:

- charge over certain bank deposits as disclosed in Note 16 (d);
- holding of 52,482,500 Northern Iron Limited ("NFE") shares listed on the ASX;
- certain subsidiaries and an associated company and corporate guarantees from the Company and a subsidiary

The weighted average effective interest rate was 12.74% (2014 - 12.45%) per annum.

21.3 5% Convertible Note

On 7 March 2012 the Company issued to Hanwa Co. Ltd 25,000,000 convertible notes at an aggregate principal amount of A$19,945,953 (US$21,447,261) with a nominal interest of 5.0%, due on 6 March 2016 and convertible in accordance with the terms and conditions of issue including an initial conversion price of A$0.80 per share. As at the end of the reporting period, the host debt contract is recognised as a current liability amounting to A$20,362,000 (2014 – non-current liability amounting to A$19,264,000), to be amortised over 3 years while the conversion option (Note 14) valued at A$Nil (2014 - A$483,000) is recognised as current liability. During the year, interest expense of A$2,708,000 (2014 - A$2,088,000) was capitalised in construction-in-progress as the convertible note was used to finance the construction of the ferrosilicon production facility.

21 Borrowings (Cont'd)

21.4 Other loans

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Shareholder loan, unsecured [Note (a)]	**-**	-	**20,605**	3,642
Loan, secured [Note (b)]	**-**	-	**10,264**	10,980
Loan, secured [Note (c)]	**15,367**	12,819	**15,367**	12,819
	15,367	12,819	**46,236**	27,441
Amount repayable not later than one year	**-**	-	**2,053**	-
Amount repayable after one year	**15,367**	12,819	**44,183**	27,441
	15,367	12,819	**46,236**	27,441

(a) The loan is unsecured and interest bearing at LIBOR + 4% per annum. Until all the secured borrowings as disclosed in Note 21.2(f) have been irrevocably paid in full, neither shareholders shall demand or receive payment or any distribution in respect of these loans.

(b) A portion of the loan is repayable on 30 March 2016 and the balance is repayable on 4 January 2017. Interest is charged at LIBOR + 1% per annum. The loan is guaranteed by the Company.

(c) The loan has similar securities as disclosed in Note 21.2 (g).

Included in the Company's and the Group's non-current borrowings are bank loans of A$39,024,000 and A$66,814,000 respectively and other loans of A$15,366,000 with a financial institution in which certain loan covenants were not met and the Group received a waiver letter from the financing bank as at the end of the reporting period. An event of default was also triggered as a result of a subsidiary going into voluntary administration as at 31 December 2015. Discussions on this event of default were held between the financing bank and the Directors and the management of the Group since December 2015, and the financing bank did not serve any formal notice of default or letter of demand on the Group. As such, the Directors and management of the Group are of the view that a waiver from the financing bank is in substance approved as at the end of the reporting period. The Group received the approved waiver letter from the financing bank after the year end.

21.5 Currency risk

Total borrowings are denominated in the following currencies:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Australian Dollar	**-**	-	**-**	6,822
United States Dollar	**74,752**	64,243	**471,696**	386,718
Renminbi	**-**	-	**2**	2,000
Malaysian Ringgit	**-**	-	**98,437**	86,472
	74,752	64,243	**570,135**	482,012

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21 Borrowings (Cont'd)

21.6 Effective interest rates

The weighted average effective interest rates of total borrowings at the end of the reporting period are as follows:

	The Company		The Group	
	2015	2014	**2015**	2014
Obligations under finance leases	**-**	-	**4.71% to 7.07%**	2.58% to 7.07%
Bank loans	**12.74%**	12.45%	**2.23% to 12.74%**	2.22% to 12.45%
5% convertible note	**5.00%**	5.09%	**5.00%**	5.09%

The carrying amounts of the Company's and Group's borrowings approximate their fair value.

22 Provisions

The Group	**2015 A$'000**	2014 A$'000
Non-current		
(a) Rehabilitation		
At the beginning of the year	**5,744**	5,007
Provision made for the year (Note 25)	**366**	763
Payments during the year	**-**	(26)
Adjustment for loss of control in subsidiary	**(6,110)**	-
At end of the year (i)	**-**	5,744
(b) Employee long service leave		
At the beginning of the year	**816**	717
Provision made for the year (Note 25)	**1,392**	99
Adjustment for loss of control in subsidiary	**(2,208)**	-
At end of the year (ii)	**-**	816
Total (i) + (ii)	**-**	6,560

The Company and The Group	**2015 A$'000**	2014 A$'000
Current		
(c) Corporate guarantee		
At the beginning of the year	**-**	-
Provision made for the year (Note 25)	**8,318**	-
At end of the year	**8,318**	-

(a) According to the Mine Management and Environment Management Plans submitted to the Northern Territory Government in Australia, the Group is obligated for the rehabilitation/restoration of areas disturbed arising from mining activities conducted by OM (Manganese) Ltd, a wholly-owned subsidiary, which went into Voluntary Administration during the year. Mine rehabilitation costs are provided for at the present value of future expected expenditure when the liability is incurred, unwind at effective interest rate of 6.13%. Although the ultimate cost to be incurred is uncertain, the Group has estimated its costs based on the rates outlined by the Northern Territory Department of Resources and Mineral Energy using current restoration standards and techniques. This provision relates to a subsidiary in which the Group had lost control at the end of the reporting period.

(b) Employees of a subsidiary, which went into Voluntary Administration during the year, are entitled, under the labour law of the country of its incorporation, to additional leave over and above their annual leave (known as long service leave) if they remain employed by this subsidiary beyond 10 years. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. This provision relates to a subsidiary in which the Group had lost control at the end of the reporting period.

22 Provisions (Cont'd)

(c) This relates to an estimated liability which the Company may be claimed against as it provided corporate guarantees to certain creditors of a legal subsidiary [Note 2(a)] which went into Voluntary Administration during the year.

23 Trade and other payables

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Non-current				
Trade payables – third party payables	**-**	-	**131,528**	-
Retention monies	**-**	-	**35**	36,621
Amount due to subsidiaries (non-trade)	**12,291**	-	**-**	-
	12,291	-	**131,563**	36,621
Current				
Trade payables				
- Third party payables	**-**	-	**64,838**	50,323
- Bill payables	**-**	-	**12,573**	13,701
	-	-	**77,411**	64,024
Amount due to subsidiaries (non-trade)	**95,110**	48,162	**-**	-
Accruals	**1,878**	1,606	**10,379**	6,362
Other payables	**144**	144	**33,133**	74,324
Retention monies	**-**	-	**41,579**	4,180
Welfare expense payable	**-**	-	**49**	1,932
	97,132	49,912	**162,551**	150,822

Non-current trade payables relate to payables to vendors which bear interest ranging from 4% to 7% (2014 - Nil %) per annum.

Included in the current and non-current amount due to subsidiaries is an amount due to a wholly-owned subsidiary - OM Materials (S) Pte Ltd of A$46,190,000 (2014 - A$42,650,000) which bears interest of 4.64% to 12.74% (2014 - 3.70% to 12.00%) per annum. The current amount due to subsidiaries represents advances which is non-trade, unsecured and repayable on demand. The non-current amount represents advances which are non-trade, unsecured and repayable upon maturity in 2017.

Included in the Group's other payables are advances from customers of A$3,889,000 (2014 - A$2,237,000) and freight payable of A$13,988,000 (2014 - A$11,004,000).

Trade and other payables are denominated in the following currencies:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Australian Dollar	**45,878**	34,145	**3,044**	23,233
Renminbi	**-**	-	**11,061**	9,678
United States Dollar	**63,462**	15,694	**67,758**	64,348
Malaysian Ringgit	**-**	-	**211,822**	89,807
Others*	**83**	73	**429**	377
	109,423	49,912	**294,114**	187,443

*Others include Singapore Dollar, Hong Kong Dollar and South African Rand.

All trade payables are generally on 30 to 120 (2014 – 30 to 120) days' credit terms.

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24 Other income

The Group	**2015 A$'000**	2014 A$'000
Interest income from banks	**241**	300
Sundry income	**2,673**	2,762
Write back of trade and other payables [Note 2(a)]	**12,411**	-
Gain from deconsolidation of a subsidiary [Note 2(a)]	**9,009**	-
Gain from sale of subsidiaries' shares	**-**	523
	24,334	3,585

25 Loss before income tax

The Group	Notes	**2015 A$'000**	2014 A$'000 (Restated)
Loss before income tax has been arrived at after charging/(crediting):			
Amortisation of land use rights*	5	**327**	651
Amortisation of mine development costs*	7	**4,023**	4,296
Cost of inventories recognised as expenses and included in cost of sales	13	**332,348**	496,602
Depreciation of property, plant and equipment*	4	**27,116**	15,687
Reversal of rehabilitation cost*		**-**	(709)
Fair value gain on derivative financial instruments*		**(483)**	(2,230)
Impairment loss on:			
- available-for-sale financial assets*	9	**1,313**	3,988
- property, plant and equipment*	4	**10,638**	-
- mine development costs	7	**10,510**	-
- other assets*		**2,065**	507
Exchange loss*		**4,219**	7,260
Exploration and evaluation costs written off*	6	**605**	1,708
Finance costs:			
- loans		**21,433**	12,801
- others		**2,205**	4,490
Loss on disposal of property, plant and equipment*		**-**	93
Operating lease charges in respect of land and buildings *		**402**	565
Provision for rehabilitation *	22	**366**	763
Provision for long service leave*	22	**1,392**	99
Employee benefits expenses	29	**44,537**	34,222
Write-down of inventories to net realisable value*	13	**9,354**	89
Write-off of inventories*	13	**27,167**	-
Crystalisation of corporate guarantees*	22	**8,318**	-

* Included in other operating expenses.

26 Income tax (benefit)/expense

Provision for enterprise income tax of the subsidiaries operating in the People's Republic of China (the "PRC") is made in accordance with the Income Tax Law of the PRC concerning Foreign Investment Enterprises and Foreign Enterprises and various local income tax laws.

For the Singapore subsidiary, OM Materials (S) Pte Ltd ("OMS"), the Singapore Ministry of Trade and Industry approved the award of Global Trader Programme status to the subsidiary and therefore OMS was entitled to a concessionary rate of 10% for a period of 5 years with effect from 1 July 2004, subject to fulfilment of specific conditions. OMS was awarded the Global Trade Programme for a further five year period from 1 July 2009, which was then extended for another 5 year period from 1 July 2014, subject to fulfilment of specific conditions.

Taxation has been provided at the appropriate tax rates prevailing in Australia, Singapore, Malaysia, Hong Kong and the PRC in which the Group operates on the estimated assessable profits for the year. These rates generally range from 17% to 30% for the reporting period. However as noted above, OMS enjoyed concessionary tax rates of 10% during the period.

The Group	**2015** **A$'000**	2014 A$'000
Current taxation		
- Singapore income tax	**901**	326
- PRC tax	**-**	48
- others	**43**	50
Deferred taxation (Note 10)	**(1,760)**	20,136
	(816)	20,560
Under/(over) provision in the prior financial years		
- current year income tax	**(6,208)**	2,269
- deferred taxation (Note 10)	**-**	(370)
Income tax	**(7,024)**	22,459
Other tax expense/(benefit)		
- Withholding tax	**(5,833)**	656
- Profits-based royalty (Note 10)	**6,266**	2,297
	(6,591)	25,412

A reconciliation of the income tax expense applicable to the loss before income tax at the statutory income tax rates to the income tax expense for the reporting period, is as follows:

The Group	**2015** **A$'000**	2014 A$'000
Loss before income tax	**(131,632)**	(34,980)
Tax at applicable tax rates	**(31,427)**	(7,636)
Deferred tax assets on temporary difference not recognised	**2,897**	7,926
De-recognition of deferred tax assets	**-**	22,104
Tax effect of non-taxable revenue#	**(2,382)**	(5,578)
Tax effect of non-deductible expenses*	**31,595**	3,795
Tax effect of allowances given by tax jurisdiction	**(1,470)**	(23)
Tax rebate	**(29)**	(28)
Under provision in prior years	**(6,208)**	1,899
	(7,024)	22,459

Non-taxable revenue relates mainly to unrealised exchange gain.

* Non-deductible expenses relates mainly to unrealised exchange loss, overseas interest expenses and provision expenses.

27 Cash flow hedges

The Group	**2015 A$'000**	2014 A$'000 (Restated)
Cash flow hedges:		
Loss arising during the year	**(25,150)**	(11,689)
Non-controlling interests*	**(6,901)**	(4,249)
	(32,051)	(15,938)

* The Group has a 75% (2014 - 80%) shareholding in OM Materials (Sarawak) Sdn. Bhd., a subsidiary in which hedging takes place.

28 Loss per share

The Group

The loss per share is calculated based on the consolidated losses attributable to owners of the parent divided by the weighted average number of shares on issue of 704,366,754 (2014 - 704,366,754) shares during the financial year.

The following table reflects the profit or loss and share data used in the computation of basic and diluted loss per share from continuing operations for the years ended 31 December:

The Group	**2015 '000**	2014 '000
Weighted average number of ordinary shares for the purposes of calculating diluted loss per share	**704,367**	704,367

Loss figures are calculated as follows:

The Group	**2015 A$'000**	2014 A$'000
Loss for the purpose of calculating basic and diluted loss per share	**(122,101)**	(67,414)

29 Employee benefits expense

The Group	**2015 A$'000**	2014 A$'000
Directors' fees	**440**	440
Directors' remuneration other than fees		
- Directors of the Company	**896**	1,379
- Directors of the subsidiaries	**1,145**	1,578
- Defined contribution plans	**74**	138
Key management personnel (other than Directors)		
- Salaries, wages and other related costs	**4,392**	2,964
- Defined contributions plans	**376**	211
	7,323	6,710
Other than key management personnel		
- Salaries, wages and other related costs	**40,617**	30,052
- Defined contributions plans	**3,299**	2,883
	51,239	39,645
Capitalised in construction-in-progress	**(6,702)**	(5,423)
	44,537	34,222

30 Employee share option plan

The Company

At the Annual General Meeting held on 25 May 2007, shareholders approved the introduction of the OM Holdings Limited Employee Share Option Plan, which provided for the grant of unlisted share options to subscribe for shares in the Company to Directors and employees of the Company and its subsidiaries. Renewal approval for the Employee Share Option Plan was also provided by shareholders at the Annual General Meeting held on 20 April 2011. Each option shall be issued for no consideration and allows the option holder to subscribe for one ordinary share in the Company.

There are no participating rights or entitlements inherent in the options and holders of the options will not be entitled to participate in new issues of capital which may be offered to shareholders during the currency of the option.

All other unlisted options including Director options and those options issued prior to the introduction of the OM Holdings Limited Employee Share Option Plan have been approved by shareholders including the terms and conditions upon which they have been issued.

During the reporting periods, certain Group employees (including Directors) have been granted share options. Details of the movements in the Company's share options granted were as follows:

	Options 2015 '000	**Weighted Average Exercise Price 2015 A$**	Options 2014 '000	Weighted Average Exercise Price 2014 A$
Outstanding at 1 January	-	-	6,000	2.08
Expired/lapsed	-	-	(6,000)	2.08
Outstanding at 31 December	-	-	-	-
Exercisable at 31 December	-	-	-	-

In 2008 the Board and where relevant shareholders of the Company approved the grant of 56,650,000 unlisted options to Directors and employees of the Company and its subsidiaries.

The fair value of equity-settled share options granted during the year ended 31 December 2008 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used during the prior reporting period:

	Share options granted in 2008
Underlying share price	A$1.30 to A$2.16
Option exercise price	A$1.97
Expected volatility	62.87% to 97.25%
Expected option life	1.51 to 5.78
Risk free rate	4.18% to 5.58%
Expected dividend yield	2.51% to 4.14%
Fair value at measurement date	A$1.24

The expected life of the options was based on historical data and was not necessarily indicative of the exercise patterns that may occur. The expected volatility reflected the assumption that the historical volatility was indicative of future trends, which may also not necessarily be the actual outcome. Other than as stated, no other features of the options granted were incorporated into the measurement of fair value.

Option pricing models require the input of highly subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a realistic measure of fair value of the Company's share options at the date of the grant or thereafter.

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31 Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following amounts are transactions with related parties based upon commercial arm's length terms and conditions:

The Group	**2015 A$'000**	2014 A$'000
Purchase of goods from an associate	**-**	682
Management fee charged to an associate	**934**	569
Payment made on behalf for an associate	**312**	61

32 Commitments

32.1 Capital commitments

The following table summarises the Group's capital commitments:

The Group	**2015 A$'000**	2014 A$'000
Capital expenditure contracted but not provided for in the financial statements:		
- capital expenditure	**-**	300
- acquisition of property, plant and equipment to be fully financed from Project Finance Loans [Note 21.2(f)]	**49,273**	29,553

32.2 Operating lease commitments in respect of office premises

At the end of the reporting period, the Group were committed to making the following rental payments in respect of non-cancellable operating leases of office premises with an original term of more than one year:

The Group	**2015 A$'000**	2014 A$'000
Not later than one year	**190**	539
Later than one year and not later than five years	**278**	287
	468	826

The leases on the Group's office premises on which rentals are payable will expire earliest on the 14 September 2017 and latest on the 13 January 2019, subject to an option to renew. The current rents payable on the leases ranges from A$4,000 to A$16,000 per month respectively which are subject to revision on renewal.

Other contracted operating commitments represents the provision of mining and processing services, catering, cleaning and village management, electrical power services, road haulage and rail haulage. These commitments are contracted for but not provided for in the financial statements.

The Group	**2015 A$'000**	2014 A$'000
Not later than one year	**-**	202
Later than one year and not later than five years	**-**	-
	-	202

32 Commitments (Cont'd)

32.3 Mineral Tenements

In order to maintain the mineral tenements in which a subsidiary was involved in prior year, the subsidiary was committed to fulfil the minimum annual expenditures in accordance with the requirements of the Northern Territory Department of Resources - Primary Industry, Fisheries and Resources, for the next financial year and was set out below:

The Group	**2015** **A$'000**	2014 A$'000
Mineral tenements annual expenditure commitments	-	194

As a result of the deconsolidation of this subsidiary as at end of the reporting period, the mineral tenements annual expenditure commitments are no longer reflected as part of the Group's commitments.

32.4 Environmental bonds

In prior year, a subsidiary had environmental bonds to the value of A$9,205,000 lodged with the Northern Territory Government (Department of Resources) to secure environment rehabilitation commitments. The A$9,205,000 of bonds were secured by A$7,451,000 of bonds issued under financing facilities and A$1,664,000 cash backed secured with the Northern Territory Department of Resources. As a result of the deconsolidation of this subsidiary as at the end of the reporting period, the environmental bonds were no longer reflected as part of the Group's commitments.

33 Contingent liabilities

GWA (North) Pty Ltd wagon derailment

On 15 June 2012, a subsidiary which went into Voluntary Administration during the year ("the entity") received correspondence from GWA (North) Pty Ltd ("GWAN") regarding a train derailment event which occurred on 7 June 2012. GWAN have issued demands to the entity for the payment of A$5,470,352. The entity has formally denied liability and put the owner of the wagons, CFCL Australia Pty Ltd ("CFCL") with whom the subsidiary has a rental agreement in relation to the wagons, on notice that the subsidiary reserves its legal rights against CFCL Australia Pty Ltd. The entity has also notified its insurers - QBE Insurance – of the claim and has received advice from its insurers that they will indemnify the entity and consequently the entity's insurers are now handling the claim.

On 5 June 2015, GWAN filed (and subsequently served) a statement of claim in the Supreme Court of South Australia naming the Company as the defendant in relation to the train derailment event. Pursuant to the statement of claim, GWAN is seeking to be indemnified by the Company, in accordance with the guarantee under the various agreements between the parties, for all losses and damage incurred by GWAN due to the event plus interest on such costs. In this respect, the insures' lawyers, have advised the Company to issue a letter of demand (but not to sue) to the entity claiming an indemnity for any liability it has to GWAN by reason that the Company's liability arises from the entity's breach of the contract. On the back of this demand letter, the insurers could then exercise its subrogated rights of recovery by commencing fresh proceedings in the name of the entity against CFCL for breach of contract and against Downer EDI whom CFCL sub-contracted maintenance work to, for negligence. A demand letter was issued to the entity by the Company and filed with the court. The next court hearing is scheduled for April 2016.

Corporate guarantee for rehabilitation bond

The Company provided a corporate guarantee to a financial institution which issued the A$7,451,000 bond secured with the Northern Territory Department of Resources for environmental rehabilitation commitments (Note 32). The corporate guarantee provided will crystalise only upon cessation of mining activities of the subsidiary which went into Voluntary Administration during the year and the closure of the mine, resulting in rehabilitation works which will be required to restore the land to its pre-mining use.

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34 Operating segments

For management purposes, the Group is organised into the following reportable operating segments as follows:

Mining	Exploration and mining of manganese ore
Smelting	Production of manganese ferroalloys and manganese sinter ore
Marketing and Trading	Trading of manganese ore, manganese ferroalloys and sinter ore, chrome ore and iron ore

Each of these operating segments is managed separately as they require different resources as well as operating approaches.

The reporting segment results exclude the finance income and costs, share of results of associate, income tax which are not directly attributable to the business activities of any operating segment, and are not included in arriving at the operating results of the operating segment.

Sales between operating segments are carried out at arm's length.

Segment performance is evaluated based on the operating profit or loss which in certain respects, as set out below, is measure differently from the operating profit or loss in the consolidated financial statements.

34 Operating segments (Cont'd)

	Mining		Smelting		Marketing and Trading		Others		Total	
	2015 A$'000	2014 A$'000	**2015 A$'000**	2014 A$'000 (Restated)	**2015 A$'000**	2014 A$'000	**2015 A$'000**	2014 A$'000	**2015 A$'000**	2014 A$'000 (Restated)
Reportable segment revenue										
Sales to external customers	**1,685**	-	**43,533**	104,816	**293,010**	427,924	**235**	-	**338,463**	532,740
Inter-segment sales	**80,698**	145,755	**42,141**	-	**56,723**	44,212	**-**	5,538	**179,562**	195,505
Elimination									**(179,562)**	(195,505)
	82,383	145,755	**85,674**	104,816	**349,733**	472,136	**235**	5,538	**338,463**	532,740
Reportable segment (loss)/profit	**(76,311)**	(24,539)	**(21,599)**	(3,738)	**(5,672)**	182	**(3,132)**	(3,531)	**(106,714)**	(31,626)
Reportable segment assets	**1,699**	119,998	**987,000**	699,577	**416,358**	385,519	**264,248**	397,679	**1,669,305**	1,602,773
Elimination									**(688,745)**	(770,023)
Investment in associates									**106,662**	107,881
Deferred tax assets									**4,608**	8,996
Available-for-sale financial assets									**798**	2,727
Goodwill									**-**	2,065
Cash collateral									**11,202**	26,122
Total assets									**1,103,830**	980,541
Reportable segment liabilities	**1,401**	258,239	**428,882**	194,713	**197,848**	194,379	**232,908**	161,495	**861,039**	808,826
Elimination									**(448,572)**	(558,764)
Borrowings									**570,135**	482,012
Income tax payables									**1,565**	8,808
Total liabilities									**984,167**	740,882
Other segment information										
Purchase of property, plant and equipment	**4**	9,520	**91,701**	189,688	**178**	32	**65**	-	**91,948**	199,240
Depreciation of property, plant and equipment	**14,703**	12,068	**11,955**	3,234	**448**	379	**10**	6	**27,116**	15,687
Amortisation of land use rights	**-**	-	**327**	651	**-**	-	**-**	-	**327**	651
Addition of mine development costs	**457**	1,462	**-**	-	**-**	-	**-**	-	**457**	1,462
Amortisation of mine development costs	**4,023**	4,296	**-**	-	**-**	-	**-**	-	**4,023**	4,296
Addition of evaluation and exploration costs	**802**	1,527	**-**	-	**-**	-	**-**	-	**802**	1,527

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34 Operating segments (Cont'd)

Reconciliation of the Group's reportable segment loss to the loss before income tax is as follows:

The Group	**2015** **A$'000**	2014 A$'000 (Restated)
Reportable segment loss	**(106,714)**	(30,186)
Finance income	**241**	300
Share of results of associates	**(1,522)**	6,161
Finance costs	**(23,637)**	(17,291)
Loss before income tax	**(131,632)**	(41,016)

The Group's revenues from external customers and its non-current assets (other than available-for-sale financial assets and deferred tax assets) are divided into the following geographical areas:

	Revenue from external customers		**Non-current assets**	
	2015	2014	**2015**	2014
Principal markets	**A$'000**	A$'000	**A$'000**	A$'000
Australia	**2,577**	-	**-**	64,648
Europe	**36,250**	-	**-**	-
Mauritius	**-**	-	**103,411**	105,753
North Asia	**272,117**	529,637	**24,181**	25,886
Southeast Asia	**18,856**	-	**611,881**	488,459
Others	**8,663**	3,103	**-**	4,971
	338,463	532,740	**739,473**	689,717

The geographical location of customers is based on the locations at which the goods were delivered. The geographical location of non-current assets is based on the physical location of the asset.

Revenue of approximately A$34,076,000 (2014 - A$71,295,000) was derived from a single external customer. This revenue is attributable to the Marketing and Trading segment (2014 - Marketing and Trading segment).

35 Financial risk management objectives and policies

The Company and the Group are exposed to financial risks arising from its operations and use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk. The Company's and the Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Company's and the Group's financial performance.

Risk management is carried out by the Finance Division under policies approved by the Board of Directors. The Finance Division identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments and investing excess liquidity.

There has been no change to the Company's ad the Group's exposure to these financial risks or the manner in which it manages and measures the risk during the reporting period. The Group continues to use derivative instruments to manage certain market risks. Details of these are in Note 14. Market risk exposures are measured using sensitivity analysis indicated below.

35 Financial risk management objectives and policies (Cont'd)

35.1 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's exposure to credit risk arises primarily from trade receivables, cash and cash equivalents and other financial assets. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Company and the Group adopt the policy of dealing only with high credit quality counterparties.

The Company's and the Group's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by the management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management.

Exposure to credit risk

As the Company and the Group do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statements of financial position.

The Company's and the Group's major classes of financial assets are bank deposits and trade receivables. Cash is held with reputable financial institutions. Further details of credit risks on trade and other receivables are disclosed in Note 15.

Guarantees

The Company provides corporate guarantees to its subsidiaries on their bank borrowings. The Company's maximum exposure to credit risk in respect of the intra-group corporate guarantees (Note 35.2) at the reporting date is equal to the facilities drawn down by the subsidiaries in the amounts of A$585,730,000 (2014 - A$601,870,000). At the reporting date, the Company does not consider it probable that a claim will be made against the Company under these intragroup corporate guarantees.

There is no impact on the corporate guarantee as there are no differential rates given by the financial institutions.

Undrawn credit facilities

The Group has undrawn credit facilities of approximately A$316,000,000 (2014 - A$306,030,000).

35.2 Liquidity risk

Liquidity risk is the risk that the Company or the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company's and the Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's and the Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

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35 Financial risk management objectives and policies (Cont'd)

35.2 Liquidity risk (Cont'd)

The table below analyses the maturity profile of the Company's and the Group's financial liabilities based on contractual undiscounted cash flows:

The Group	Less than 1 year A$'000	Between 2 and 5 years A$'000	Over 5 years A$'000	Total A$'000
As at 31 December 2015				
Non-derivative financial liabilities				
Trade and other payables	**158,662**	**131,563**	**-**	**290,225**
Land use rights obligation	**3,997**	**3,997**	**-**	**7,994**
Borrowings	**115,965**	**194,509**	**369,822**	**680,296**
	278,624	**330,069**	**369,822**	**978,515**
As at 31 December 2014				
Non-derivative financial liabilities				
Trade and other payables	148,585	36,621	-	185,206
Land use rights obligation	4,394	4,394	-	8,788
Borrowings	96,282	177,855	321,908	596,045
	249,261	218,870	321,908	790,039

The Company				
As at 31 December 2015				
Non-derivative financial liabilities				
Trade and other payables	**98,607**	**12,529**	**-**	**111,136**
Borrowings	**7,545**	**74,971**	**-**	**82,516**
Intragroup financial guarantee	**585,730**	**-**	**-**	**585,730**
	691,882	**87,500**	**-**	**779,382**
As at 31 December 2014				
Non-derivative financial liabilities				
Trade and other payables	49,912	-	-	49,912
Borrowings	6,487	71,880	-	78,367
Intragroup financial guarantee	601,870	-	-	601,870
	658,269	71,880	-	730,149

35 Financial risk management objectives and policies (Cont'd)

35.2 Liquidity risk (Cont'd)

The table below analyses the derivative financial instruments of the Group for which contractual maturities are essential for an understanding of the timing of the cash flows into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

The Group	Less than 1 year A$'000	Between 2 and 5 years A$'000	Over 5 years A$'000	Total A$'000
As at 31 December 2015				
Net-settled interest rate swap				
- Net cash outflow	**-**	**2,005**	**-**	**2,005**
Gross-settled foreign currency forward contracts				
- Receipts	**90,779**	**99,414**	**-**	**190,193**
- Payments	**(122,911)**	**(134,604)**	**-**	**(257,515)**
Gross-settled cross currency swap				
- Receipts	**-**	**95,032**	**-**	**95,032**
- Payments	**-**	**(128,945)**	**-**	**(128,945)**
As at 31 December 2014				
Net-settled interest rate swap				
- Net cash outflow	-	2,541	-	2,541
Gross-settled foreign currency forward contracts				
- Receipts	-	298,412	-	298,412
- Payments	-	(320,240)	-	(320,240)
Gross-settled cross currency swap				
- Receipts	-	98,687	-	98,687
- Payments	-	(108,864)	-	(108,864)

The Group has various lines of credit with major financial institutions for purposes of drawing upon short term borrowings, through the pledging of bills receivables or inventories. Further, management closely monitors the Group's capital structure to ensure that there are adequate funds to meet all its obligations in a timely and cost effective manner.

The Group manages its liquidity risk by ensuring there are sufficient cash and current assets to meet all their normal operating commitments in a timely and cost-effective manner and having adequate amount of credit facilities. The Group has the ability to generate additional working capital through financing from financial institutions.

35 Financial risk management objectives and policies (Cont'd)

35.3 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's and the Group's financial instruments will fluctuate because of changes in market interest rates.

The Company's and the Group's exposure to interest rate risk arises primarily from their bank borrowings, cash collaterals and fixed deposits. The Group uses derivative financial instruments such as interest rate swap to protect against the volatility associated with the interest payments, as disclosed in Note 14.

<u>Sensitivity analysis for interest rate risk</u>

At the end of the reporting period, if USD, RMB and MYR interest rates had been 75 (2014 - 75) basis points lower/higher with all other variables held constant, the Group's loss net of tax would have been lower/higher by the amounts shown below, arising mainly as a result of lower/higher interest expense on bank borrowings, cash collaterals and fixed deposits.

		The Group Profit or loss	
		2015	2014
		A$'000	A$'000
United States Dollar	-lower 75 basis points (2014 - 75 basis points)	**3,406**	2,181
	-higher 75 basis points (2014 - 75 basis points)	**(3,406)**	(2,181)
Renminbi	-lower 75 basis points (2014 - 75 basis points)	**(33)**	(62)
	-higher 75 basis points (2014 - 75 basis points)	**33**	62
Malaysian Ringgit	-lower 75 basis points (2014 - 75 basis points)	**725**	420
	-higher 75 basis points (2014 - 75 basis points)	**(725)**	(420)

35.4 Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group operates and sells its products in several countries and transacts in foreign currencies. As a result, the Group is exposed to movements in foreign currency exchange rates arising from normal trading transactions, primarily with respect to USD, RMB and MYR.

The Group uses derivative financial instruments such cross currency swap and interest rate swap to protect against the volatility associated with the interest payments, as disclosed in Note 14.

35 Financial risk management objectives and policies (Cont'd)

35.4 Foreign currency risk (Cont'd)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the USD, RMB and MYR exchange rates against AUD, with all other variables held constant, of the Group's (loss)/profit after income tax and equity.

		2015		2014	
The Group		**(Loss)/ profit net of tax A$'000**	**Equity A$'000**	(Loss)/ profit net of tax A$'000	Equity A$'000
United States Dollar	-strengthened 5% (2014 - 5%)	**27,199**	**28,208**	(21,578)	(23,952)
	-weakened 5% (2014 - 5%)	**(27,199)**	**(28,208)**	21,578	23,952
Renminbi	-strengthened 5% (2014 - 5%)	**1,117**	**1,114**	892	910
	-weakened 5% (2014 - 5%)	**(1,117)**	**(1,114)**	(892)	(910)
Malaysian Ringgit	-strengthened 5% (2014 - 5%)	**17,298**	**16,891**	(6,967)	(7,036)
	-weakened 5% (2014 - 5%)	**(17,298)**	**(16,891)**	6,967	7,036

35.5 Market price risk

Market price risk relates to the risk that the fair values or future cash flows of the Company's and the Group's financial instruments will fluctuate because of changes in market prices, other than changes in interest rates and foreign exchange rates.

The Company and the Group are exposed to market price risks arising from its investment in equity investments quoted on the Australian Securities Exchange in Australia that are classified as available-for-sale financial assets. Available-for-sale equity investments are held for strategic rather than trading purposes. The Company and the Group do not actively trade available-for-sale investments.

The policies to manage equity price risk have been followed by the Group during the reporting periods and are considered to be effective.

Market price sensitivity

At the end of each reporting period, if the market share price had been 10% higher/lower, with all the other variables held constant, the Company's and the Group's fair value reserve in equity would have been A$80,000 (2014 - A$273,000) higher/lower, arising as a result of increase/decrease in the fair value of the Group's and the Company's available-for-sale financial assets.

The Company's and the Group's sensitivity to the market price has not changed significantly from the prior year.

36 Capital risk management

The Company's and the Group's objectives when managing capital are

- to safeguard the Company's and the Group's abilities to continue as a going concern;
- to support the Company's and the Group's stability and growth;
- to provide capital for the purpose of strengthening the Company's and the Group's risk management capability; and
- to provide an adequate return to shareholders.

36 Capital risk management (Cont'd)

The Company and the Group actively and regularly review and manage its capital structure to ensure optimal capital structure and shareholders' returns, taking into consideration the future capital requirements of the Company and the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Company and the Group currently do not adopt any formal dividend policy.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company and the Group, is reasonable.

The Company and the Group monitor capital using a gearing ratio, which is net debt divided by total equity:

	The Company		The Group	
	2015	2014	**2015**	2014
	A$'000	A$'000	**A$'000**	A$'000
Borrowings	**74,753**	64,243	**570,135**	482,012
Less: Cash and cash equivalents	**(55)**	(227)	**(12,711)**	(38,751)
	74,698	64,016	**557,424**	443,261
Total equity	**41,618**	267,254	**119,663**	239,659
Gearing ratio	**1.79**	0.24	**4.66**	1.85

There were no changes in the Company's and the Group's approach to capital management during the year.

Please refer to Note 21.4 on the compliance of covenants imposed by the bank.

37 Financial instrument

37.1 Accounting classifications of financial assets and financial liabilities

The Group	Notes	Held for trading (fair value through profit and loss) A$'000	Loans and receivables (carried at amortised cost) A$'000	Available-for-sale (carried at fair value) A$'000	Total A$'000
31 December 2015					
Financial assets					
Available-for-sale financial assets	9	-	-	**798**	**798**
Trade and other receivables	15	-	**54,018**	-	**54,018**
Cash and bank balances	16	-	**23,913**	-	**23,913**
		-	**77,931**	**798**	**78,729**
The Company					
31 December 2015					
Financial assets					
Available-for-sale financial assets	9	-	-	**798**	**798**
Trade and other receivables	15	-	**125,955**	-	**125,955**
Cash and bank balances	16	-	**55**	-	**55**
		-	**126,010**	**798**	**126,808**

37 Financial instrument (Cont'd)

37.1 Accounting classifications of financial assets and financial liabilities (Cont'd)

The Group	Notes	Liabilities at fair value through profit and loss) A$'000	Derivatives used for hedging A$'000	Other financial liabilities (carried at amortised cost) A$'000	Total A$'000
31 December 2015					
Financial liabilities					
Borrowings (excluding finance lease liabilities)	21	**-**	**-**	**567,794**	**567,794**
Derivative financial instruments	14	**-**	**103,925**	**-**	**103,925**
Trade and other payables		**-**	**-**	**290,225**	**290,225**
Land use rights obligation	20	**-**	**-**	**6,110**	**6,110**
		-	**103,925**	**864,129**	**968,054**
The Company					
31 December 2015					
Financial liabilities					
Borrowings	21	**-**	**-**	**74,752**	**74,752**
Derivative financial instruments	14	**-**	**-**	**-**	**-**
Trade and other payables		**-**	**-**	**109,423**	**109,423**
		-	**-**	**184,175**	**184,175**

The Group	Notes	Held for trading (fair value through profit and loss) A$'000	Loans and receivables (carried at amortised cost) A$'000	Available-for-sale (carried at fair value) A$'000	Total A$'000
31 December 2014					
Financial assets					
Available-for-sale financial assets	9	-	-	2,727	2,727
Trade and other receivables	15	-	39,905	-	39,905
Cash and bank balances	16	-	64,873	-	64,873
		-	104,778	2,727	107,505
The Company					
31 December 2014					
Financial assets					
Available-for-sale financial assets	9	-	-	2,727	2,727
Trade and other receivables	15	-	126,417	-	126,417
Cash and bank balances	16	-	227	-	227
		-	126,644	2,727	129,371

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37 Financial instrument (Cont'd)

37.1 Accounting classifications of financial assets and financial liabilities (Cont'd)

The Group	Notes	Liabilities at fair value through profit and loss) A$'000	Derivatives used for hedging A$'000	Other financial liabilities (carried at amortised cost) A$'000	Total A$'000
31 December 2014					
Financial liabilities					
Borrowings (excluding finance lease liabilities)	21	-	-	473,334	473,334
Derivative financial instruments	14	483	48,859	-	49,342
Trade and other payables		-	-	185,206	185,206
Land use rights obligation	20	-	-	6,717	6,717
		483	48,859	665,257	714,599

The Company	Notes	Liabilities at fair value through profit and loss) A$'000	Derivatives used for hedging A$'000	Other financial liabilities (carried at amortised cost) A$'000	Total A$'000
31 December 2014					
Financial liabilities					
Borrowings	21	-	-	64,243	64,243
Derivative financial instruments	14	483	-	-	483
Trade and other payables		-	-	49,912	49,912
		483	-	114,155	114,638

38 Fair value measurement

Definition of fair value

IFRSs define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

38.1 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the statements of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1	:	quoted prices (unadjusted) in active markets for identical assets and liabilities;
Level 2	:	inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3	:	unobservable inputs for the asset or liability.

38 Fair value measurement (Cont'd)

38.1 Fair value measurement of financial instruments (Cont'd)

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis at 31 December 2015 and 31 December 2014:

The Group	Notes	Level 1 A$'000	Level 2 A$'000	Level 3 A$'000	Total A$'000
At 31 December 2015					
Financial assets					
Available-for-sale financial assets	(a)	**798**	**-**	**-**	**798**
Financial liabilities					
5% convertible note	(c)	**-**	**-**	**-**	**-**
Derivatives used for hedging :					
Interest rate swaps	(b)	**-**	**1,406**	**-**	**1,406**
Cross currency swaps	(b)	**-**	**37,501**	**-**	**37,501**
Forward foreign exchange contracts	(b)	**-**	**65,018**	**-**	**65,018**
		-	**103,925**	**-**	**103,925**
At 31 December 2014					
Financial assets					
Available-for-sale financial assets	(a)	2,727	-	-	2,727
Financial liabilities					
5% convertible note	(c)	-	483	-	483
Derivatives used for hedging :					
Interest rate swaps	(b)	-	2,184	-	2,184
Cross currency swaps	(b)	-	15,625	-	15,625
Forward foreign exchange contracts	(b)	-	31,050	-	31,050
		-	49,342	-	49,342

The Company	Notes	Level 1 A$'000	Level 2 A$'000	Level 3 A$'000	Total A$'000
As at 31 December 2015					
Financial assets					
Available-for-sale financial assets	(a)	**798**	**-**	**-**	**798**
Financial liabilities					
5% convertible note	(c)	-	-	-	-
As at 31 December 2014					
Financial assets					
Available-for-sale financial assets	(a)	2,727	-	-	2,727
Financial liabilities					
5% convertible note	(c)	-	483	-	483

There were no transfers between Level 1 and Level 2 in 2015 or 2014.

38 Fair value measurement (Cont'd)

38.1 Fair value measurement of financial instruments (Cont'd)

(a) The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

Measurement of fair value of financial instruments

The Group's finance team performs valuations of financial items for financial reporting purposes, in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. The finance team reports directly to the group financial controller and to the audit committee. Valuation processes and fair value changes are discussed among the audit committee and the valuation team at least every year, in line with the Group's reporting dates.

The valuation techniques used for instruments categorised in Level 2 are described below:

(b) Derivatives

The fair values of interest rate swaps, cross currency swaps and forward exchange contracts (Level 2 fair values) are based on bank valuations. These are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take into account the credit risk of the Group entity and counterparty when appropriate.

(c) 5% Convertible note

The fair value of the 5% convertible note is determined using valuation techniques based on discounted future cash flows using a 9% effective interest rate. The observable inputs used in the valuation techniques are based on quoted share prices.

39 Prior year adjustments

In prior year, the gain on foreign exchange differences arising from the translation of the foreign currency forward contracts, which are denominated in Malaysian Ringgit and designated as a hedging instrument, was recognised in profit or loss. During the year, management reassessed that these exchange differences should be recognised in other comprehensive income to the extent that the hedge is effective. The effects of the correction of the above error are disclosed below:

	31 December 2014		
The Group	As restated A$'000	Adjustments A$'000	As previously reported A$'000
Consolidated statement of comprehensive income			
Other operating expenses	(31,039)	(6,036)	(25,003)
Other comprehensive expenses	(1,557)	6,036	(7,593)
Loss attributable to:			
Owners of the Company	(67,414)	(4,828)	(62,586)
Non-controlling interests	986	(1,208)	2,194
Consolidated statement of changes in equity			
Hedging reserve	(31,812)	5,307	(37,119)
Exchange fluctuation reserve	7,762	(479)	8,241
Retained profits	13,325	(4,828)	18,153

40 Other matters

Sponsor Guarantee issued under the terms of the Power Purchase Agreement with Syarikat Sesco Berhad

Pursuant to the execution of the Power Purchase Agreement ("PPA") between a subsidiary and Syarikat Sesco Berhad ("SSB"), the Company issued the following guarantees as conditions precedent to the PPA:

The Company issued sponsor guarantee to SSB for its 75% (2014 - 80%) interest of the subsidiaries' obligations under the PPA. The sponsor guarantees include but are not limited to termination payments, late payment interest and guaranteed obligations under the PPA. Cahya Mata Sarawak Berhad ("CMSB") has correspondingly provided the sponsor guarantees for its 25% (2014 - 20%) interest held in the subsidiaries.

The sponsor guarantee mentioned above does not fall into the category of financial guarantees as they do not relate to debt instruments as the purpose of these guarantees is essentially to enable SSB to provide the power supply to the subsidiaries on the condition that these guarantees are provided by the ultimate holding company in the event that there are any unpaid claims on the power cost owed to SSB during the term of the PPA. There are no bank loans involved in these guarantees. As such, there is no need for the guarantees to be fair valued.

Project Support guarantee issued under the terms of the Facilities Agreement and the Project Support Agreement

OM Materials (Sarawak) Sdn Bhd, a subsidiary of the Company entered into a project finance Facilities Agreement ("FA") on 28 March 2013 for a limited recourse senior project finance debt facilities totaling USD215 million and MYR310 million, and bank guarantee facility of MYR126 million.

Concurrently, the Company also executed a Project Support Agreement ("PSA") with OM Materials (Sarawak) Sdn Bhd (as Borrower), OM Materials (S) Pte. Ltd. (a wholly-owned subsidiary of the Company) and Samalaju Industries Sdn. Bhd and Cahya Mata Sarawak Berhad (as Obligors). The PSA governs the rights and obligations of the Obligors. These obligations and liabilities of the Company and the CMSB Group are several and pro-rata to their respective shareholding in OM Materials (Sarawak) Sdn. Bhd.

The PSA will lapse and the Project will become non-recourse 18 months after the satisfaction of pre-agreed project completion tests typical for a project financing facility of this nature.

Voluntary Administration ("VA") of OM (Manganese) Ltd (Administrator Appointed)

On 15 December 2015, the mining operations at the Bootu Creek Manganese project owned and managed by OM (Manganese) Ltd (Administrator Appointed) ("OMM") were suspended. Since that time, significant efforts have been made by OMM's management (including active consultation with key stakeholders, and in particular with OMM's creditors, financiers, contractors and suppliers) to improve efficiencies, reduce costs and restructure liabilities to enable OMM to continue trading through this sustained commodities downturn. Despite their efforts, and the marked reduction in the operating costs at the Bootu Creek project, management have formed the view that the project cannot continue to operate sustainably in the current market.

With the significant global decline in the demand of manganese and the market outlook, the directors of OMM have determined that the financial position of OMM has been adversely affected to the extent that OMM requires formal restructuring.

The board put OMM into Voluntary Administration in December 2015 and James Thackray of The Headquarters Corporate Advisory consented to act as Administrator of OMM before the end of the reporting period. The Group made an announcement of this on 4 January 2016. It is envisaged that OMM will be restructured via the administration process, with a view to recommence trading when the market for manganese has improved.

41 Event after end of reporting period

Extension of 5% Convertible Note

On 4 March 2016, the Company executed an amendment and restatement agreement with Hanwa Co. Ltd to extend the Convertible Note for 4 years from the original maturity date of 6 March 2016 to 6 March 2020.

Corporate Governance

OM Holdings Limited (the "Company") is committed to implementing and maintaining the highest standards of corporate governance. In determining what those high standards should involve, the Company has had regard to the third edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations with 2013 Amendments*. The ASX Listing Rules require the Company to report on the extent to which it has followed those principles and recommendations during its 2015 financial year.

This statement outlines the main corporate governance practices in place during the 2015 financial year, all of which comply with the ASX Corporate Governance Council recommendations unless stated otherwise.

Further information about the Company's corporate governance practices is set out on the Company's website at www.omholdingsltd.com.

The Company's Board of Directors (the "Board") is responsible for corporate governance, that is, the system by which the Company and its subsidiaries (together, the "OMH Group") are managed.

1. BOARD OF DIRECTORS

1.1 Role of the Board and Management

The Board's role is to govern the OMH Group. In governing the OMH Group, the Board must act in the best interests of the OMH Group as a whole. It is the role of senior management to manage the OMH Group in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

In carrying out its governance role, one of the primary tasks of the Board is to drive the performance of the OMH Group. The Board must also ensure that the OMH Group complies with all of its contractual, statutory and any other legal obligations, including the requirements of any relevant regulatory body. The Board has the final responsibility for the successful operations of the OMH Group.

To assist the Board in carrying out its functions, it has developed a Code of Conduct to guide the Company's directors ("Directors") and key executives in the performance of their respective roles. The Code of Conduct, along with a number of the Company's other policies and protocols, is available on the Company's website at www.omholdingsltd.com.

The Board represents shareholders' interests in relation to optimising the Company's manganese mining operations, marketing and trading business, ferro alloy smelter and sinter ore facility, and in managing its various strategic investments in the carbon steel materials industry and its development initiatives in both South Africa and Malaysia. This fully integrated strategy seeks to achieve medium to long-term financial returns for shareholders while seeking to minimise risk. The Board believes that this diversified strategy will ultimately result in the interests of all stakeholders being appropriately addressed when making business decisions.

The Board is responsible for ensuring that the OMH Group is managed in such a way so as to best achieve this desired result. Given the size of the OMH Group's mining, smelting, marketing and trading activities, the Board currently undertakes an active, not passive role.

The Board is responsible for evaluating and setting the strategic direction of the OMH Group, establishing goals for management and monitoring the achievement of these goals. The Executive Chairman and Chief Executive Officer are responsible to the Board for the day-to-day management of the OMH Group.

Among other things, the Board has sole responsibility for the following matters:

- appointing and removing the Chief Executive Officer, any other executive director and the Company Secretary and determining their respective remuneration and conditions of employment;
- determining the strategic direction of the OMH Group and measuring the performance of management against approved strategies;
- reviewing the adequacy of resources for management to properly carry out approved strategies and business plans;
- adopting operating (including production), capital and development expenditure budgets at the commencement of each financial year and ensuring adherence to those budgets by monitoring both financial and non-financial key performance indicators;

- monitoring the OMH Group's medium term capital, exploration and cash flow requirements;
- approving and monitoring financial and other reporting to regulatory bodies, shareholders and other key stakeholders;
- determining that satisfactory arrangements are in place for auditing the OMH Group's financial affairs;
- appointing the external auditors of the OMH Group;
- reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and compliance with all applicable legislative requirements;
- authorising the issue of shares, options, equity instruments or other securities;
- authorising borrowings, other than in the ordinary course of business, and the granting of any security over the undertakings of the OMH Group or any of its assets;
- approving the acquisition, establishment, disposal or cessation of any significant business of the OMH Group; and
- ensuring that policies and compliance systems consistent with the OMH Group's objectives and best practice are in place and that the OMH Group and its officers act legally, ethically and responsibly at all times.

The Board's role, and the OMH Group's corporate governance practices, are being continually reviewed and improved as the OMH Group's businesses further expand.

The Board may from time to time delegate some of its responsibilities listed above to its senior management team.

The Chief Executive Officer is responsible for managing the operations of the OMH Group (in accordance with the requirements of his Executive Service Agreement) under delegated authority from the Board and for implementing the policies and strategy set by the Board. In carrying out his responsibilities, the Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the OMH Group's operational results and financial position.

The role of management is to support the Executive Chairman and Chief Executive Officer and implement the running of the general operations and financial business of the OMH Group, in accordance with the delegated authority of the Board.

1.2 Composition of the Board

To add value to the OMH Group, the Board, which comprised of a majority of independent Directors for most of 2015, has been formed so that it has an effective composition, size and commitment to adequately discharge it responsibilities and duties. The names of the Directors and their qualifications and experience are disclosed in the 'Directors' section of the Annual Report. Directors are appointed based on the specific governance skills required by the OMH Group and on the independence of their decision-making and judgment. The OMH Group ensures that each Director and senior executive enters into a written agreement with the OMH Group which sets out the terms of their appointment.

The OMH Group recognises the importance of independent Non-Executive Directors and the external perspective and advice that such Directors can offer. The Board consists of the following independent Non-Executive Directors: Mr Zainul Abidin Rasheed, Mr Tan Peng Chin, Mr Thomas Teo Liang Huat and Mr Peter Church. Ms Julie Wolseley is also a Non-Executive Director but is not viewed as independent due to her also providing company secretarial services to the OMH Group. It should be noted however, that the value of such services are not considered to constitute a material supply arrangement of the Company. Mr Ivo Philipps is also not considered to be an independent director. This is because he is a nominee Director who was appointed by Standard Chartered Bank following the Company's entry into the New Debt Facility with Standard Chartered Bank.

While the Board strongly believes that boards need to exercise independence of judgment, it also recognises (as does ASX Corporate Governance Council Principle 2) that the need for independence is to be balanced with the need for skills, commitment and a workable board size. The Board believes it has recruited members with the skills, experience and character necessary to discharge its duties and that any greater emphasis on independence would be at the expense of the Board's effectiveness.

As the OMH Group's activities increase in size, nature and scope, the size of the Board will be reviewed and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will continue to be re-assessed.

Corporate Governance

The Company's current Executive Chairman and acting Chief Executive Officer, Mr Low, is not considered by the Board to be independent having regard to the relationships set out in Box 2.3 titled 'Factors relevant to assessing the independence of a director' in the ASX Corporate Governance Council's Principles and Recommendations. The Board has regard to the relationships set out in Box 2.3, among other things, together with the Company's materiality thresholds, when forming a view as to the independent status of a Director.

The Board considers that Mr Low's position as Executive Chairman (and acting Chief Executive Officer) is appropriate given his world-wide experience and specialised understanding of the global manganese industry. The Board believes that Mr Low has the range of skills, knowledge, and experience necessary to effectively govern the Company and understand the industries and market segments in which the Company operates. Mr Low was a founding Director of the Company and was a major force in its evolution and success. Given his technical, commercial and financial experience and knowledge of the Company, and his continuing contribution to the Board, it is appropriate that he remain in his current position.

The membership of the Board, together with its activities and composition, are subject to periodic review. The criteria for determining the identification and appointment of a suitable candidate for the Board includes the quality of the individual, their background of experience and achievement, their compatibility with other Board members, their intellectual ability to contribute to Board duties and their physical ability to undertake Board duties and responsibilities.

Directors are initially appointed by the Board subject to re-election by shareholders at the subsequent Annual General Meeting. Under the Company's Bye-laws, the tenure of Directors (other than the Chief Executive Officer) is subject to re-appointment by shareholders not later than the third anniversary following his/her last appointment by shareholders. Subject to the requirements of the law, the Board does not subscribe to the principle of retirement age and there is no maximum period of service as a Director. A Chief Executive Officer may be appointed for any period and on any terms the Directors think fit and, subject to the terms of any agreement entered into, the Board may revoke that appointment.

1.3 Responsibilities of the Board

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the OMH Group. It is required to do all things that may be necessary to be done in order to carry out the objectives and strategic imperatives of the OMH Group.

Without limiting the authority and role of the Board, the principal functions and responsibilities of the Board include the following:

1. Leadership of the OMH Group - overseeing the OMH Group and establishing codes, policies and protocols that reflect the values of the OMH Group and guide the conduct of the Board, management and employees;
2. Strategy Formulation - working with senior management to set and review the overall strategy and goals for the OMH Group and ensuring that there are policies in place to govern the operations of the OMH Group;
3. Overseeing Planning Activities - overseeing the development of the OMH Group's strategic plans (including operating, capital, exploration and development programmes and initiatives) and approving such plans as well as the annual budget;
4. Shareholder Liaison - ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company;
5. Monitoring, Compliance and Risk Management - overseeing the OMH Group's risk management, compliance, control and accountability systems and monitoring and directing the operational and financial performance of the OMH Group;
6. OMH Group Finances - approving expenditure in excess of that which falls outside the approved authority matrix, approving expenditure materially outside the annual budget and approving and monitoring acquisitions, divestments and financial and other reporting;
7. Human Resources - appointing, and where appropriate, removing the Chief Executive Officer as well as reviewing the performance of the Chief Executive Officer and monitoring the performance of senior management in their implementation of the OMH Group's strategy;

8. Ensuring the Health, Safety and Well-Being of Employees - in conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of the OMH Group's work health and safety systems to ensure the well-being of all employees; and
9. Delegation of Authority - delegating appropriate powers to the Chief Executive Officer to ensure effective day-to-day management of the OMH Group and establishing and determining the powers and functions of the various Committees of the Board.

Full details of the Board's role and responsibilities are contained in the Board Charter, a summary of which is contained on the Company's website.

1.4 Board Policies

1.4.1 Conflict of Interest

Directors must:

- disclose to the Board any actual or potential conflict of interests that may or might reasonably be thought to exist between the interests of the Director and the interests of the OMH Group; and
- if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove or mitigate any such conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, in accordance with the requirements of the law, remove himself/herself from the Boardroom when discussion in relation to or concerning matters touching upon that conflict occur and/or abstain from voting on matters about which the conflict relates.

1.4.2 Commitments

Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

1.4.3 Confidentiality

In accordance with legal requirements and agreed ethical standards, the Directors and key executives of the OMH Group have agreed to keep confidential, information received in the course of the exercise of their duties, and will not disclose non-public information except where disclosure is authorised or legally mandated.

1.4.4 Independent Professional Advice

The Board collectively and, each Director individually, has the right to seek independent legal, accounting or other professional advice at the OMH Group's expense, up to specified limits, to assist it or them (as applicable) in carrying out its or their (as applicable) responsibilities.

1.4.5 Board Access to Information

Subject to the Directors' Conflict of Interest guidelines referred to in Section 1.4.1 above, Directors have direct access to members of the Company's management and to all Company information in the possession of management.

1.4.6 Related Party Transactions

Related party transactions include any financial transaction between a Director and the OMH Group. Unless there is an exemption under the Companies Act 1981 of Bermuda or any other relevant laws or regulation (including the ASX Listing Rules) from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction.

1.5 Board Meetings

The Executive Chairman (who is also the acting Chief Executive Officer), in conjunction with the Company Secretary[1], sets the agenda for each meeting. Any Director may request a matter be included on the agenda.

Typically, at Board Meetings the agenda will include:

- minutes of the previous Board meeting and matters arising;
- the Executive Chairman's Report;
- the Chief Executive Officer's Report;
- the Group Financial Controllers' Report;
- operating and financial reports from each key business unit;
- reports on major projects and current issues; and
- specific business proposals.

The number of meetings of the Directors held in the period each Director held office during the 2015 financial year and the number of meetings attended by each Director were:

Director	Board of Directors' Meetings		Short Notice Meetings	
	Held	*Attended*	*Held*	*Attended*
Low Ngee Tong	4	4	2	2
Julie Wolseley (i)	4	0	2	0
Tan Peng Chin	4	4	2	2
Thomas Teo	4	3	2	2
Zainul Abidin Rasheed	4	4	2	2
Peter Church	4	4	2	2
Ivo Philipps	4	3	2	2

(i) Due to personal circumstances, Ms Wolseley was unable to attend meetings of the Board held during 2015. Ms Wolseley is however kept fully apprised of all material matters relating to the affairs of the OMH Group and is briefed prior to, and after, each Board meeting.

During the financial year there were four general Directors' meetings for which a formal notice of meeting was given. In addition, there were two Directors' meetings called for a specific purpose on short notice.

2. BOARD COMMITTEES

Except for the Committees mentioned in Sections 2.1 and 2.2 below, the Board considers that the affairs of the OMH Group are not sufficiently complex to justify the formation of numerous special Board committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the OMH Group's activities and to ensure that it adheres to appropriate ethical standards.

The Board has however established a framework for the management of the OMH Group, including a system of internal controls, a business risk management process and the establishment of appropriate ethical standards.

The Board also holds meetings at such times as may be necessary to address any general or specific matters as required.

If the OMH Group's activities increase in size, scope and nature, the establishment of separate or special Board committees will be considered and implemented, if appropriate.

1 In accordance with Recommendation 1.4, the company secretary of the Company is directly accountable to the Board, through the Executive Chairman, on all matters to do with the proper functioning of the Board.

2.1 Audit Committee

To ensure the integrity of the financial statements of the OMH Group and the independence of the external auditor, an Audit Committee has been formally established by the Board. The Audit Committee consists of three independent Non-Executive Directors, being Mr Thomas Teo Liang Huat (chairman of the Audit Committee), Mr Zainul Abidin Rasheed and Mr Peter Church. All Audit Committee members have sufficient financial expertise and experience to discharge the Audit Committee's mandate.
During the financial year ended 31 December 2015, the Audit Committee held two meetings and all committee members were in attendance.

The Audit Committee is responsible for reviewing the annual and half-yearly financial statements of the Company and any reports which accompany those financial statements.

The Board, in conjunction with the Audit Committee, considers the appointment of the external auditor and reviews the appointment of the external auditor, their independence, the audit fee and any questions of resignation or dismissal. The Audit Committee also reviews the scope of work of the internal audit function and reviews the internal audit reports tabled by the internal auditors. The Board is responsible for establishing, and ensuring adherence to, policies on risk oversight and management.

The role of the Audit Committee is to assist the Board to meet its oversight responsibilities in relation to the Company's financial reporting, compliance with legal and regulatory requirements, internal control structure and the external audit function.

Key activities undertaken by the Audit Committee include:

- approval of the scope, plan and fees for the external audit;
- reviewing the independence and performance of the external auditor;
- reviewing significant accounting policies and practices;
- appointment of the internal auditor and approving the scope, plan and fees for the internal auditor; and
- reviewing OMH Group's half year and annual financial statements.

Members of the Audit Committee and their qualifications are outlined in the Directors' section of the Annual Report.

The Audit Committee Charter is available on the Company's website.

2.2 Remuneration Committee

The Remuneration Committee reviews and makes recommendations to the Board on remuneration policies applicable to executive officers and Directors of the OMH Group. The Remuneration Committee comprises Mr Tan Peng Chin (chairman of the Remuneration Committee), Mr Zainul Abidin Rasheed and Mr Thomas Teo Liang Huat.

A copy of the Remuneration Charter is on the Company's website.

The role of the Remuneration Committee is to assist the Board in reviewing human resources and compensation policies and practices which:

- enable the Company to attract, retain and motivate employees who achieve operational excellence and create value for shareholders; and
- reward employees fairly and responsibly, having regard to the results of the OMH Group, individual performance and general remuneration conditions.

The Remuneration Committee works with the Board on areas such as setting policies for senior officers' remuneration, setting the terms and conditions of employment for the Executive Chairman and the Chief Executive Officer, reviewing superannuation arrangements, reviewing the remuneration of Non-Executive Directors and undertaking an annual review of the Chief Executive Officer's performance.

The OMH Group is committed to remunerating its senior executives in a manner that is market competitive and consistent with best practice as well as supporting the interests of shareholders and will continually review and assess the remuneration structure in place to achieve this in accordance with the Remuneration Charter.

Non-Executive Directors are paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. The annual aggregate maximum amount of remuneration paid to Non-Executive Directors was last approved by shareholders on 30 May 2008 and is currently A$750,000.

During the year ended 31 December 2015, the Remuneration Committee held one meeting and all committee members were in attendance.

Nomination committee

The Company does not have a nomination committee because it is not considered that such a committee would be a more efficient forum than the Board as a whole for the consideration of potential candidates to the Board or other key positions.

The responsibilities of the Board as a whole include devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors for review by the Board. The Board also oversees management succession plans, including the Chief Executive Officer and his direct reports, and evaluates the Board's performance and makes recommendations for the appointment and removal of Directors.

Directors are appointed based on the specific governance skills required by the OMH Group. Given the size of the OMH Group and the businesses that it operates, the OMH Group aims at all times to have at least one Director with substantial experience in the metals trading and mining industries. In addition, the Board should consist of members that have a blend of expertise and professional experience in:

- accounting and financial management;
- legal skills;
- technical skills; and
- in relation to the Chief Executive Officer - business experience and commercial acumen.

3. ETHICAL STANDARDS

The Board acknowledges the need for continued maintenance of the highest standard of corporate governance and ethical conduct by all Directors and employees of the OMH Group.

3.1 Code of Conduct for Directors and Key Executives

The Board has adopted a Code of Conduct for Directors and key executives to promote ethical and responsible decision-making as per Recommendation 3.1 of the ASX Corporate Governance Council's Principles and Recommendations. This code outlines how the OMH Group expects its Directors and employees to behave and conduct business in the workplace on a range of issues. The OMH Group is committed to the highest level of integrity and ethical standards in all business practices. Directors and employees must conduct themselves in a manner consistent with current community and corporate standards and in compliance with all applicable legislation. In addition, the Board subscribes to the Statement of Ethical Standards as published by the Australian Institute of Company Directors.

A summary of the Company's Code of Conduct is available on the Company's website.

All Directors and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

3.2 Code of Ethics and Conduct

As noted above, the OMH Group has implemented a Code of Ethics and Conduct, which provides guidelines aimed at maintaining the highest ethical standards, corporate behaviour and accountability at all times within the OMH Group.

All Directors and employees are expected to:

- respect the law and act in accordance with it;
- respect confidentiality and not misuse OMH Group information, assets or facilities;
- value and maintain professionalism;
- avoid any real or perceived conflict of interests;
- act in the best interests of shareholders;
- by their actions contribute to the OMH Group's reputation as a good 'corporate citizen' that seeks the respect of the community and environment in which it operates;
- perform their duties in a way that minimises environmental impacts and maximises workplace safety;
- exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and
- act with honesty, integrity, decency and responsibility at all times.

An employee that breaches the Code of Ethics and Conduct may face disciplinary action. If an employee suspects that a breach of the Code of Ethics and Conduct has occurred or will occur, he or she must advise that breach to management. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

As part of its commitment to recognising the legitimate interests of stakeholders, the OMH Group has established the Code of Ethics and Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, customers, government authorities, creditors and the community as whole. This Code includes the following:

Responsibilities to Shareholders and the Financial Community Generally
The OMH Group complies with the spirit as well as the letter of all laws and regulations that govern shareholders' rights. The OMH Group has processes in place to ensure the truthful and factual presentation of the OMH Group's financial position and prepares and maintains its accounts fairly and accurately in accordance with the generally accepted accounting and international financial reporting standards.

Employment Practices
The OMH Group endeavours to provide a safe workplace in which there is equal opportunity for all employees at all levels of the OMH Group. The OMH Group does not tolerate the offering or acceptance of bribes or the misuse of OMH Group assets or resources.

Responsibilities to the Community
As part of the community, the OMH Group:

- is committed to conducting its business in accordance with applicable environmental laws and regulations and encourages all employees to have regard for the environment when carrying out their jobs; and
- encourages all employees to engage in activities beneficial to their local community.

Responsibilities to the Individual
The OMH Group is committed to keeping private information confidential which has been provided by employees and investors and protect such information from uses other than those for which it was provided.

Conflict of Interests
Employees and Directors must avoid conflicts as well as the perception of conflicts between personal interests and the interests of the OMH Group.

How the OMH Group Monitors and Ensures Compliance with its Code
The Board, management and all employees of the OMH Group are committed to implementing this Code of Ethics and Conduct and each individual is accountable for such compliance.

Disciplinary measures may be taken for violating the Code of Ethics and Conduct.

4. DIVERSITY

The OMH Group recognises the value contributed to the group's operations by employing people with varying skills, cultural backgrounds, ethnicity and experience. The OMH Group's diverse workforce is the key to continued growth, improved productivity and performance. The OMH Group actively values and embraces the diversity of its employees and is committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequality are not tolerated.

The Company is committed to workplace diversity and to ensuring that a diverse mix of skills and talent exists amongst its Directors, officers and employees to enhance Company performance. The Board has adopted a Diversity Policy which addresses equal opportunities in the hiring, training and career advancement of Directors, officers and employees. The Diversity Policy outlines the strategies and processes according to which the Board will set measurable objectives to achieve the aims of its Diversity Policy, with particular focus on gender diversity within the Company and representation of indigenous individuals. The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements, including the achievement of diversity objectives.

Information relating to the total current representation of women employees in the OMH Group, including those women employees holding senior executive positions and those women employees on the Board is as follows:

	Number of Women	%
Board of Directors	1	14.3%
Senior Executives	11	1.0%
Total OMH Group employees	1134	17.6%

As at 31 December 2015, 3.7% of the OMH Group's mining subsidiary workforce were indigenous employees.

A copy of the Company's Diversity Policy is available on the Company's website.

5. KEY MANAGEMENT PERSONNEL DEALING IN COMPANY SHARES

The Company has a formal trading policy relating to the trading of securities by key management personnel (including Directors) of the Company which complies with ASX Listing Rule 12.12. A copy of the Company's Securities Trading Policy is available on the Company's website.

6. DISCLOSURE OF INFORMATION

6.1 Continuous Disclosure to ASX

The Company has a formal Continuous Disclosure and Information Policy as required by Recommendation 5.1 of the ASX Corporate Governance Council's Principles and Recommendations. This policy was introduced to ensure that the Company achieves best practice in complying with its continuous disclosure obligations under the ASX Listing Rules and also to ensure that the Company and individual officers do not contravene the ASX Listing Rules.

The Company is committed to ensuring that shareholders and the market are provided with full and timely information and that all stakeholders have equal opportunity to receive externally available information issued by the Company.

The Chief Executive Officer is responsible for interpreting and monitoring the Company's disclosure policy and, where necessary, informing the Board. The Company Secretary is responsible for all communications with ASX.

The Continuous Disclosure Policy requires all executives and Directors to inform the Chief Executive Officer (or, in his absence, the Company Secretary) of any potentially material information as soon as practicable after they become aware of that information.

Information is material if it is likely that the information would influence investors who commonly acquire securities on ASX in deciding whether to buy, sell or hold the Company's securities.

2 A Senior Executive of the OMH Group is a person having the authority and responsibility for planning, directing and controlling the activities of the entity.

6.2 Communication with Shareholders

The Company places considerable importance on effective communication with shareholders and has adopted a Shareholder Communications Strategy which sets out the OMH Group's commitment to effectively communicating with shareholders. A copy of the Shareholder Communications Strategy is available on the Company's website. Directors recognise that shareholders, as the ultimate owners of the Company, are entitled to receive timely and relevant high quality information about their investment. Similarly, prospective new investors are entitled to be able to make informed investment decisions when considering the purchase of the Company's shares.

The Company aims to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the OMH Group. The strategy provides for the use of internal processes and protocols that ensures a regular and timely release of information about the OMH Group is provided to shareholders.

OMH Group's Continuous Disclosure Policy encourages effective communication with its shareholders by requiring:

- the timely and full disclosure of material information about the OMH Group's activities in accordance with the disclosure requirements contained in the ASX Listing Rules;
- that all information released to the market be placed on the Company's website following release;
- that the Company's market announcements be maintained on OMH's website for at least three years; and
- that all disclosures, including notices of meetings and other shareholder communications, are drafted clearly and concisely.

The Board encourages full participation of shareholders at annual general meetings to ensure a high level of accountability and understanding of the OMH Group's strategy and goals. Copies of the addresses by the Chairman and CEO are disclosed to the market and posted to the Company's website.

Furthermore, the Company's external auditor attends the Company's annual general meeting to answer shareholder questions about the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

OMH's significant briefings with major institutional investors and analysts are lodged with the ASX and are made available on the Company's website.

7. RISK MANAGEMENT

7.1 Approach to Risk Management and Internal Control

The Board recognises that risk management and internal compliance and control are key elements of good corporate governance.

The OMH Group's Risk and Internal Control policy describes the manner in which the Company:

- identifies, assesses, monitors and manages business and operational risks;
- identifies material changes to the Company's risk profile; and
- designs, implements and monitors the effectiveness of the internal compliance and control framework.

OMH considers that effective risk management is about achieving a balanced approach to risk and reward. Risk management enables the Company to capitalise on potential opportunities while mitigating potential adverse effects. Both mitigation and optimisation strategies are considered equally important in risk management.

Corporate Governance

7.2 Risk Management Roles and Responsibilities

The Board is responsible for reviewing and approving the Company's risk management strategy, policy and key risk parameters, including determining the OMH Group's appetite for country specific risk and major investment decisions.

The Board is also responsible for satisfying itself that management has developed and implemented a sound system of risk management and internal control. Rather than separately constituting an additional committee of the Board, the Board has delegated oversight of the risk and internal control policy, including review of the effectiveness of OMH's internal control framework and risk management process, to the key executive management team in conjunction with the Board. The Board considers this structure to be the most effective means of (i) managing the various risks that are relevant to the OMH Group and (ii) monitoring the OMH Group's compliance with the Risk and Internal Control policy.

Management is responsible for designing, implementing, reviewing and providing assurance as to the effectiveness of the risk and internal control policy. This responsibility includes developing business risk identification, implementing appropriate risk mitigation strategies and controls, monitoring effectiveness of controls and reporting on risk management capability.

Each business unit reports annually to the Board on its business plan, risk profile and management of risk. The Board confirms that each business unit has provided such a report for the 2015 financial year.

The Board is responsible for the oversight of the OMH Group's risk management and control framework. Responsibility for control and risk management is delegated to the appropriate level of management within the OMH Group with the Chief Executive Officer (with the support of the OMH Group's most senior financial executives) having ultimate responsibility to the Board for the risk management and control framework.

7.3 Internal Audit

Since 2009, BDO Consultants Pte Ltd has been engaged to provide internal audit services to the OMH Group. The internal audit function is tendered every two years.

The internal audit function is independent of both business management and of the activities it reviews. Internal audit provides assurance that the design and operation of the OMH Group's risk management and internal control system is effective. A risk-based audit approach is used to ensure that the higher risk activities in each business unit are targeted by the internal audit program. All audits are conducted in a manner that conforms to international auditing standards. The assigned internal audit team has all the necessary access to OMH Group management and information. The Audit Committee oversees and monitors the internal auditor's activities. It approves the annual audit program and receives reports from the internal auditor concerning the effectiveness of internal control and risk management. The Audit Committee members have access to the internal auditors without the presence of other management. The internal auditor has unfettered access to the Audit Committee and its Chairman.

Internal audit and external audit are separate and independent of each other.

7.4 Integrity of Financial Reporting

Each year, the OMH Group's Chief Executive Officer and Group Financial Controller report in writing to the Board that:

- the financial statements of the OMH Group for each half and full year present a true and fair view, in all material aspects, of the OMH Group's financial condition and operational results and are in accordance with accounting standards;
- the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the OMH Group's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

The Board confirms that such a report was provided by the Chief Executive Officer and Group Financial Controller for the 2015 financial year.

7.5 Role of External Auditor

The OMH Group's practice is to invite the external auditor to attend each annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

The Board seeks to ensure that the appointment of the external auditor is limited to maintaining the independence of the external auditor and to assess whether the provision of any non-audit services by the external auditor that may be proposed is appropriate.

The services considered unacceptable for provision by the external auditor include:

- internal audit;
- acquisition accounting due diligence where the external auditor is also the auditor of the other party;
- transactional support for acquisitions or divestments where the external auditor is also the auditor of the other party;
- book-keeping and financial reporting activities to the extent such activities require decision-making ability and/or posting entries to the ledger;
- the design, implementation, operation or supervision of information systems and provision of systems integration services;
- independent expert reports;
- financial risk management; and
- taxation planning and taxation transaction advice.

It is a requirement that there is a rotation of the external audit partner at least every five years and there is a prohibition in relation to the re-involvement of a previous audit partner in the audit service for two years following rotation.

8. ENCOURAGE ENHANCED PERFORMANCE

Board and management effectiveness are dealt with on a continuous basis by management and the Board, with differing degrees of involvement from various Directors and management, depending upon the nature of the matter.

The Board has adopted a self-evaluation process to measure its own performance during each financial year. The Board confirms that a review, conducted in accordance with this self-evaluation process, was performed during the 2015 financial year. Also, an annual review is undertaken in relation to the composition and skills mix of the Directors.

The performance of all Directors is reviewed by the Executive Chairman on an ongoing basis and any Director whose performance is considered unsatisfactory is asked to retire. The Executive Chairman's performance is reviewed by the other Board members.

The Company has established firm guidelines to identify the measurable and qualitative indicators of the Director's performance during the course of the year. Those guidelines include:

- attendance at all Board meetings. Missing more than three consecutive meetings without reasonable excuse will result in that Director's position being reviewed; and
- attendance at the Company's shareholder meetings. Non-attendance without reasonable excuse will result in that Director's position being reviewed.

The performance of each Director retiring at the next annual general meeting is taken into account by the Board in determining whether or not the Board should support the re-election of each such Director. Board support for a Director's re-election is not automatic and is subject to satisfactory Director performance.

Arrangements put in place by the Board to monitor the performance of the OMH Group's Executive Directors and senior executives include:

- a review by the Board of the OMH Group's financial performance;
- annual performance appraisal meetings incorporating analysis of key performance indicators with each individual; and
- regular reporting from the Chief Executive Officer which monitors the performance of the Company's executives to ensure that the level of reward is aligned with respective responsibilities and individual contributions made to the success of the OMH Group.

The Remuneration Committee reviews and makes recommendations to the Board on the criteria for and the evaluation of, the performance of the Executive Chairman and the Chief Executive Officer.

The Board confirms that a review, conducted in accordance with these arrangements, was performed in relation to the performance of the Company's Executive Directors and senior management during the 2015 financial year.

Executive Remuneration Policy

The OMH Group's remuneration policy aims to reward executives fairly and responsibly in accordance with the international market for executives and ensure that the Company:

- provides competitive rewards that attract, retain and motivate executives of the highest calibre;
- sets demanding levels of performance which are clearly linked to an executive's remuneration;
- structures remuneration at a level that reflects the executive's duties and accountabilities and is, where required, competitive within Australia and, for certain roles, internationally;
- benchmarks remuneration against appropriate comparable groups;
- aligns executive incentive rewards with the creation of value for shareholders; and
- complies with applicable legal requirements and appropriate standards of governance.

Executive remuneration is reviewed annually having regard to individual and business performance (compared against agreed financial and non-financial performance measures set at the start of the year), relevant comparative information and expert advice from both internal and independent external sources.

Remuneration consists of the following key elements:

- fixed remuneration (which includes base salary, superannuation contributions or equivalents and other allowances such as motor vehicle and health insurance); and
- variable annual reward (related to the Company's and/or individual performance dictated by benchmark criteria).

The operational targets for the Executive Directors and senior executives consist of a number of key performance indicators including safety, production, operating expenditure, return on shareholders' funds, enhancing corporate credibility and creation of value for shareholders.

At the end of the calendar year the Board assesses the actual performance of the consolidated entity and an individual against the key performance indicators previously set. Any cash incentives and/or options granted require Board approval. Options proposed to be granted to any Directors also require shareholder approval. The entry into hedging arrangements in respect of any unvested incentive securities is not permitted.

Remuneration levels are competitively set to attract and retain appropriately qualified and experienced Directors. The Board seeks independent advice on the appropriateness of remuneration packages, given trends in comparative companies both locally and internationally. Remuneration packages include fixed remuneration with bonuses or equity based remuneration entirely at the discretion of the Board based on the performance of the OMH Group.

As OMH is incorporated in Bermuda, it is not required to disclose the nature and amount of remuneration for each Director. However, in the interests of good corporate governance, the following table provides the remuneration details of all Directors of the Company (and the nature and amount of their remuneration) for the year ended 31 December 2015.

	Primary			Post Employment	
	Base Remuneration	**Directors Fees**	**Performance Bonus**	**Defined Contributions**	**Total**
Director	**A$'000**	**A$'000**	**A$'000**	**A$'000**	**A$'000**
Low Ngee Tong(i)	872	-	24	7	903
Zainul Abidin Rasheed(ii)	-	120	-	-	120
Julie Wolseley(iii)	-	80	-	-	80
Tan Peng Chin(iv)	-	80	-	-	80
Thomas Teo(v)	-	80	-	-	80
Peter Church OAM(vi)	-	80	-	-	80
Ivo Phillipps(vii)	-	-	-	-	-
	872	**440**	**24**	**7**	**1,343**

(i) Mr Low Ngee Tong has been the Executive Chairman since October 2008 (and was appointed as 'acting' Chief Executive Officer following the resignation of Mr Peter Toth on 4 April 2014);
(ii) Mr Zainul Abidin Rasheed was first appointed as a Director on 3 October 2011;
(iii) Ms Julie Wolseley was first appointed as a Director on 24 February 2005;
(iv) Mr Tan Peng Chin was first appointed as a Director on 14 September 2007;
(v) Mr Thomas Teo Liang Huat was first appointed as a Director on 17 July 2008;
(vi) Mr Peter Church was first appointed as a Director on 12 December 2011; and
(vii) Mr Ivo Philipps was appointed as a Director on 20 May 2014.

9. RECOGNISE THE LEGITIMATE INTERESTS OF STAKEHOLDERS

The Company has introduced a formal Privacy Policy. The Company is committed to respecting the privacy of stakeholders' personal information. This Privacy Policy sets out the Company's personal information management practices and covers the application of privacy laws, personal information collection, the use and disclosure of personal information, accessing and updating stakeholders' information and the security of stakeholders' information.

Other than the introduction of a formal Privacy Policy, the Board has not adopted any other additional formal codes of conduct to guide compliance with legal and other obligations to legitimate stakeholders, as it considers, in the context of the size and nature of the Company, that it would not improve the present modus operandi.

Corporate Governance

As at 31 December 2015, the Company complied in all material respects with each of the Corporate Governance Principles and the corresponding Recommendations as published by the ASX Corporate Governance Council except as noted below:

Recommendation Reference	**Notification of Departure**	**Explanation for Departure**
1.5	Disclose the measurable objectives for achieving gender diversity	The Diversity Policy outlines the strategies and process according to which the Board will set measurable objectives to achieve the aims of its Diversity Policy, with particular focus on gender diversity within the Company and representation from indigenous communities. The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements, including the achievement of diversity objectives. The Board intends to establish appropriate measurable objectives and to report progress against them in future Annual Reports.
2.1	A separate Nomination Committee should be established	The Board considers that the Company currently cannot justify the formation of a nomination committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors to enable identification of the attributes required in new Directors. Where appropriate, independent consultants are engaged to identify possible new candidates for the Board.
2.2	A listed entity should have and disclose a skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership	In its annual reports, meeting documents, ASX announcements and on its website, the Company has provided fulsome disclosure in relation to the skills, experience and diversity of its Board (and its intentions in relation to the same) and as such does not consider that a separate 'skills matrix' will enhance the Company's disclosure in relation to these matters.
2.5	The chair should be an independent director and should not be the same person as the Chief Executive Officer	The Company's current Chairman and acting Chief Executive Officer, Mr Low, is not considered by the Board to be independent in the light of the factors outlined in Box 2.5 of the ASX Corporate Governance Council's Principles and Recommendations which indicate when a director may not be considered to be an independent director. Refer Section 1.2 of the Corporate Governance Statement. However the Board considers that Mr Low's position as both Executive Chairman and acting CEO is appropriate given his world-wide experience and specialised understanding of the global manganese industry. Further, the Board believes that Mr Low has the range of skills, knowledge, and experience necessary to effectively govern the Company and to understand the economic sectors in which the Company operates. In addition, it should be noted that Mr Low is a substantial and longstanding shareholder of the Company and, as such, is able to clearly identify with the interests of shareholders as a whole.
2.6	A listed entity should have a program for inducting new directors	The Company does not consider it necessary, in the light of the size of the Board and the relatively low turn-over of Directors, to have a separate induction program for new Directors. All new Directors are of course given sufficient support from the Board in order to familiarise themselves with the Company and its governance protocols.

Recommendation Reference	Notification of Departure	Explanation for Departure
7.1	The board of a listed entity should have a committee or committees to oversee risk.	Rather than separately constituting an additional committee of the Board, the Board has delegated oversight of the risk and internal control policy, including review of the effectiveness of OMH's internal control framework and risk management process, to the key executive management team in conjunction with the Board. The Board considers this structure to be the most effective means of (i) managing the various risks that are relevant to the OMH Group and (ii) monitoring the OMH Group's compliance with the Risk and Internal Control policy.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	The Company does not currently have an equity-based remuneration scheme and this recommendation is therefore not applicable.

As the Company's activities increase in size, scope and/or nature, the Company's corporate governance principles will continue to be reviewed by the Board and amended as appropriate.

ASX Additional Information

Pursuant to the listing requirements of the Australian Securities Exchange ("ASX"), the shareholder information set out below was applicable as at 19 April 2016.

1. SHAREHOLDER INFORMATION

A. Distribution of Equity Securities

Analysis of numbers of shareholders by size of holding:

Distribution	Number of Shareholders	Number of Ordinary Shares	% of Issued Capital
1 – 1,000	277	89,841	0.01
1,001 – 5,000	307	879,887	0.12
5,001 – 10,000	189	1,541,706	0.21
10,001 – 100,000	283	9,907,903	1.35
More than 100,000	104	721,004,000	98.31
Totals	**1,160**	**733,423,337**	**100.00**

There were 635 holders holding less than a marketable parcel of ordinary shares.

B. Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are listed below:

Shareholder Name	Listed Ordinary Shares Number	Listed Ordinary Shares Percentage Quoted
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	316,275,816	43.12%
CITICORP NOMINEES PTY LIMITED	63,455,650	8.65%
STRATFORD SUN LIMITED	58,731,393	8.01%
NATIONAL NOMINEES LIMITED	50,466,685	6.88%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	49,974,562	6.81%
NEWTIMES MARINE CO LTD	40,300,000	5.49%
HANWA CO LTD	32,500,000	4.43%
BNP PARIBAS NOMS PTY LTD <DRP>	18,947,621	2.58%
DBS VICKERS SECURITIES (SINGAPORE) PTE LTD <CLIENT ACCOUNT>	14,340,544	1.96%
LAI SHUN HOLDINGS LTD	8,550,000	1.17%
OCJ INVESTMENT (AUSTRALIA) PTY LTD	7,300,000	1.00%
MS JULIE ANNE WOLSELEY	5,562,002	0.76%
NATIONAL NOMINEES LIMITED <DB A/C>	5,394,889	0.74%
J P MORGAN NOMINEES AUSTRALIA LIMITED	4,848,168	0.66%
BNP PARIBAS NOMS PTY LTD <UOB KH P/L AC UOB KH DRP>	2,021,370	0.28%
MRS DEBORAH ANNE MAHDAVI ARDABILI	2,000,000	0.27%
MR KAVEH MAHDAVI ARDABILI	2,000,000	0.27%
MR SIAVOSH MAHDAVI ARDABILI	2,000,000	0.27%
RHB SECURITIES SINGAPORE PTE LTD <CLIENTS A/C>	1,901,263	0.26%
CHAO FAN HUANG	1,686,291	0.23%
TOTAL HELD BY 20 LARGEST SHAREHOLDERS	**688,256,254**	**93.84%**
OTHERS	**45,167,083**	**6.16%**
TOTAL	**733,423,337**	**100.00%**

C. *Substantial Shareholders*

An extract of the Company's Register of Substantial Shareholders (who hold 5% or more of the issued capital) is set out below.

Shareholder Name	**Issued Ordinary Shares**	
	Number of Shares	**Percentage of Shares**
Huang Gang and Newtimes Marine Co Ltd	89,261,779	12.17%
Marc Chan, Amplewood Resources Ltd and Parfield International Ltd	80,554,553	10.98%
Low Ngee Tong and Ramley International Ltd	67,138,500	9.15%
Heng Siow Kwee and Dino Company Limited	65,951,769	8.99%
Stratford Sun Limited	58,731,393	8.01%

D. *Voting Rights*

Subject to the Bye-laws of the Company and to any rights or restrictions attaching to any class of shares, every member is entitled to be present at a meeting in person, by proxy, representative or attorney. In accordance with the Company's Bye-laws, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy or representative shall have one vote and upon a poll each member present in person or by proxy or representative shall have one vote for every share held.

2. TAXATION

The Company was incorporated in Bermuda and is not taxed as a company in Australia.

ASX Additional Information

3. INVESTOR INFORMATION

(a) Stock Exchange Listing

OM Holdings Limited shares are listed on the ASX Limited (ASX).
The Company's ASX code is OMH.

(b) Company Information Contact

For further information about OM Holdings Limited please contact the Singapore head office:

OM Holdings Limited
#08 – 08 Parkway Parade
80 Marine Parade Road
Singapore 449269

Telephone:	(65) 6346 5515
Facsimile:	(65) 6342 2242
Email:	om@ommaterials.com
Website:	www.omholdingsltd.com

(c) Share Registry Enquiries

Shareholders who require information about their shareholdings, dividend payments or related administrative matters should contact the Company's share registry:

Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
PERTH WA 6000

Postal Address:
GPO Box D182
PERTH WA 6840

Telephone:	(within Australia) 1300 850 505
Telephone:	(outside Australia) (61) 8 9323 2000
Facsimile:	(61) 8 9323 2033
Website:	www.computershare.com

Each enquiry should refer to the shareholder number which is shown on the issuer sponsored holding statements and dividend statements.

OM HOLDINGS LIMITED

(incorporated in Bermuda) A.R.B.N 081 028 337