

# OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 4

13 May 2008

Company Announcements Office  
ASX Limited  
4<sup>th</sup> Floor  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

## **APPOINTMENTS OF JOINT CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

### ***Joint Chief Executive Officer***

The Board of OM Holdings Limited (“OMH” or “the Company”) is pleased to advise that it has successfully secured the services of Mr Peter Toth who will be appointed as the Joint Chief Executive Officer effective 3 September 2008.

Upon his commencement Mr Toth will join the Board as Joint Chief Executive Officer. Mr Low Ngee Tong will continue as Joint Chief Executive Officer under the terms of his existing service agreement which is valid to 30 June 2010. The joint role will provide an opportunity for Mr Toth to become acquainted with Mr Low’s knowledge of the OMH Group’s businesses and vision and to further strengthen the OMH Group’s international business model, strategies and culture.

Mr Toth is a senior internationally recognised executive with extensive experience gained over the past 14 years within the resources industry encompassing various marketing and commercial roles with specialised emphasis on manganese and iron ore marketing initiatives for BHP Billiton. Mr Toth will be leaving his current position as the Marketing Director – Carbon Steel Materials for BHP Billiton in Singapore, to take up the appointment with the Company.

The Company is privileged to have secured the services of Mr Toth who will be Singapore based and will work closely with Mr Low, the Board and senior management at its various global operations to:

- Further enhance the Australian manganese mining operation and focus primarily upon expediting expansion plans;
- Aggressively pursue and assess a number of exploration and development opportunities both within Australia and internationally;
- Evaluate merger and acquisition growth opportunities relevant to expanding the OMH Group’s manganese and other such Carbon Steel Materials businesses; and
- Extend the investor relations base both within Australia and overseas.

---

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



In accordance with Mr Toth's contractual restrictive period with BHP Billiton he will be restricted from involvement in the OMH Group's sales, marketing and trading activities until the end of June 2009. Mr Toth's immediate priority upon commencement will be to ensure the continuity of strong production from the Bootu Creek Manganese Mine, further enhance cost control systems, deliver on time and on budget development projects focused upon expanded production beyond 700,000 tonnes per annum and engender a strong, technically proficient team at the Bootu Creek Manganese Mine who seek to participate in future growth opportunities and further improve upon the OMH Group's market competitiveness.

Mr Low will continue to be responsible for the pivotal trading and ferro alloy operations and will continue to focus upon developing relationships with existing and future strategic business partners as well as core shareholders and to ensure the continuity of their support of the OMH Group.

Mr Toth's remuneration will include the issue of 10 million unlisted options, which will be subject to shareholder approval at a general meeting to be convened on or around the commencement of Mr Toth's employment and in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The terms and conditions of the unlisted options will be as follows:

- 2 million options with an exercise price of A\$2.81 each (being a 20% premium to the five day volume weighted average share price at 31 March 2008), immediately vesting upon commencement of employment and/or shareholder approval which ever is later;
- 2 million options with an exercise price of A\$3.04 each (being a 30% premium to the five day volume weighted average share price at 31 March 2008), vesting 12 months from commencement of employment;
- 2 million options with an exercise price of A\$3.28 each (being a 40% premium to the five day volume weighted average share price at 31 March 2008), vesting 24 months from commencement of employment;
- 2 million options with an exercise price of A\$3.51 each (being a 50% premium to the five day volume weighted average share price at 31 March 2008), vesting 36 months from commencement of employment; and
- 2 million options with an exercise price of A\$3.74 each (being a 60% premium to the five day volume weighted average share price at 31 March 2008), vesting 48 months from commencement of employment.

The average share price utilised in calculating the option exercise prices was A\$2.34, being the volume weighted average share price in the five day period prior to the agreement of the terms of employment of Mr Toth on 31 March 2008. Upon the sub-division of ordinary shares to be considered by Shareholders at the Company's Annual General Meeting to be held on 30 May 2008 coming into effect, the number of options proposed for issue will automatically be reconstructed on a 2-for-1 basis and the option price will be reduced by a factor of one half.

***Chief Financial Officer***

The Board is also pleased to advise that Mr Ong Beng Chong, presently a Non-Executive Director of the Company has accepted the appointment to be the Company's Chief Financial Officer with effect from 1 August 2008. Mr Ong joined the Board on 25 May 2007. He is Fellow Certified Public Accountant of the Institute of Certified Public Accountants of Singapore. Mr Ong possess more than 20 years of professional experience with specialised knowledge of finance and accounting principles and practice. This experience was gained primarily in Singapore through Mr Ong's work with various multi-national companies. Mr Ong has served various financial and accounting roles in the past, mainly at board and managerial levels, with multinational corporations and manufacturers of electronic components and chemicals. He is presently the Director of Finance and Corporate Services, BASF South East Asia one of the world's largest chemical manufacturing corporations and has served on BASF's Singapore board since 1998. Mr Ong has also had valuable experience in relation to integration of merger and acquisition transactions within BASF South East Asia.



Reporting to the joint chief executive officers and the Board, Mr Ong will be responsible for:

- Managing all financial aspects including risks of the OMH Group;
- Ensuring appropriate financial planning and reporting particularly in relation to expansion opportunities;
- Implementing corporate strategies and plans to meet OMH Group goals; and
- Implementing efficient cost control measures across the entire OMH Group.

Mr Ong's remuneration will include the issue of 6 million unlisted options, which will be subject to shareholder approval at a general meeting to be convened on or around the commencement of Mr Ong's employment and in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The terms and conditions of the unlisted options will be as follows:

- 1.5 million options with an exercise price of A\$2.81 each (being a 20% premium to the five day volume weighted average share price at 31 March 2008), immediately vesting upon commencement of employment and/or shareholder approval which ever is later;
- 1.5 million options with an exercise price of A\$3.04 each (being a 30% premium to the five day volume weighted average share price at 31 March 2008), vesting 12 months from commencement of employment;
- 1 million options with an exercise price of A\$3.28 each (being a 40% premium to the five day volume weighted average share price at 31 March 2008), vesting 24 months from commencement of employment;
- 1 million options with an exercise price of A\$3.51 each (being a 50% premium to the five day volume weighted average share price at 31 March 2008), vesting 36 months from commencement of employment; and
- 1 million options with an exercise price of A\$3.74 each (being a 60% premium to the five day volume weighted average share price at 31 March 2008), vesting 48 months from commencement of employment.

The average share price utilised in calculating the option exercise prices was A\$2.34, being the volume weighted average share price in the five day period prior to the agreement of the terms of employment of Mr Ong on 31 March 2008. Upon the sub-division of ordinary shares to be considered by Shareholders at the Company's Annual General Meeting to be held on 30 May 2008 coming into effect, the number of options proposed for issue will automatically be reconstructed on a 2-for-1 basis and the option price will be reduced by a factor of one half.

As previously announced, the Company is in the process of applying for a secondary listing on the Stock Exchange of Hong Kong Limited and if it proceeds application will be made to the Exchange for listing of and permission to deal in the shares that may be issued on exercise of the options referred to above.

The Board is confident that Mr Toth and Mr Ong have the complementary skills and capabilities to be strong leaders for the OMH Group, maintaining the OMH Group's focus on its core strengths as a manganese producer and marketer of high quality manganese, a rigorous approach to cost control, a strong global marketing presence underpinned by excellent partners and a commitment to further grow the business through both exploration and selective acquisition.

Yours faithfully

**OM HOLDINGS LIMITED**

Heng Siow Kwee/Julie Wolseley  
**Company Secretary**



## **BACKGROUND PROFILE OF OM HOLDINGS LIMITED**

---

*OMH listed on the ASX in March 1998 and has its foundations in metals trading – incorporating the sourcing and distribution of manganese ore products and subsequently in processing ores into ferro-manganese intermediate products. The OMH Group now operates commercial mining operations – leading to a fully integrated operation covering Australia, China and Singapore.*

*Through its wholly owned subsidiary, OM (Manganese) Ltd, OMH controls 100% of the Bootu Creek Manganese Mine (“Bootu Creek”) located 110 km north of Tennant Creek in the Northern Territory.*

*Bootu Creek has the capacity to produce 600,000 to 650,000 tonnes of manganese product annually. Bootu Creek has further exploration potential given that its tenement holdings extend over 2,872 km<sup>2</sup>.*

*Bootu Creek’s manganese product is exclusively marketed by the OMH Group’s own trading division with a proportion of the product consumed by the OMH Group’s wholly-owned Qinzhou smelter located in south west China.*

*Through its Singapore based commodity trading activities, OMH has established itself as a significant manganese supplier to the Chinese market. Product from Bootu Creek has strengthened OMH’s position in this market.*

*OMH also holds a 11% shareholding in Territory Resources Ltd, a company presently operating the Frances Creek iron ore project in the Northern Territory.*