

# OM HOLDINGS LIMITED

(ARBN 081 028 337)



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20 October 2008

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

Dear Sir/Madam

## ISSUE OF OPTIONS AND APPENDIX 3B

The Company wishes to advise that following the Company's General Meeting held on 23 September 2008 whereby shareholders approved the issue of options to two Directors and a senior executive, the following options have now been issued with effect from 17 October 2008:

Number of Unlisted Options	Exercise Price	Expiry Date	Vesting Date
4,000,000	A\$1.405 each	30 September 2010	Immediately vested
4,000,000	A\$1.52 each	3 September 2011	3 September 2009
4,000,000	A\$1.64 each	3 September 2012	3 September 2010
4,000,000	A\$1.755	3 September 2013	3 September 2011
4,000,000	A\$1.87 each	3 September 2014	3 September 2012
4,000,000	A\$2.49 each	31 October 2010	Immediately vested
2,000,000	A\$2.49 each	1 January 2011	1 January 2009
2,000,000	A\$2.49 each	1 January 2012	1 January 2010
2,000,000	A\$2.49 each	1 January 2013	1 January 2011
2,000,000	A\$2.49 each	1 January 2014	1 January 2012
2,000,000	A\$2.49 each	1 January 2015	1 January 2013
<b>34,000,000</b>			

Further to the Company's Announcement on 4 July 2008, the Company has issued the following unlisted options in accordance with the OM Holdings Limited Employee Share Option Plan ("the Plan") to 33 OMH Group employees based in Australia, Singapore and China:

Number of Unlisted Options	Exercise Price	Expiry Date	Vesting Date
4,325,000	A\$2.49 each	1 January 2012	1 January 2010
4,325,000	A\$2.49 each	1 January 2013	1 January 2011
<b>8,650,000</b>			

No options have been granted to any Directors of the Company under the Plan.

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Accordingly please find attached an ASX Appendix 3B – New Issue Announcement.

Yours faithfully

**OM HOLDINGS LIMITED**

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

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## **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 up to 700,000 tonnes of manganese product annually. Bootu Creek has further exploration potential given that its tenement holdings extend over 3,364 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.*

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**OM HOLDINGS LIMITED**

ARBN

**081 028 337**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued

**Unlisted Options**

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

**42,650,000 unlisted options**

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<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>(i) 4,325,000 unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2012 (vesting on 1 Jan 2010) under Employee Share Option Plan – announced on 4 July 2008;                  (ii) 4,325,000 unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2013 (vesting on 1 Jan 2011) under Employee Share Option Plan – announced on 4 July 2008;                  (iii) 20,000,000 unlisted options exercisable at various exercises prices of between A\$1.405, A\$1.52, A\$1.64, A\$1.755, and A\$1.87 each expiring between 30 Sept 2010 to 3 Sept 2014 (vesting on 3 Sept 2009 to 3 Sept 2012) and approved by Shareholders on 23 Sept 08;                  (iv) 4,000,000 unlisted options exercisable at A\$2.49 each expiring on 31 Oct 2010 and approved by Shareholders on 23 Sept 08;                  (v) 10,000,000 unlisted options exercisable at A\$2.49 each expiring between 1 Jan 2011 to 1 Jan 2015 (vesting on 1 Jan 2009 to 1 Jan 2013) and approved by Shareholders on 23 Sept 08.</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p><b>Yes, upon exercise into ordinary shares.</b></p>
<p>5 Issue price or consideration</p>	<p><b>Unlisted options issued for nil consideration</b></p>

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(i) <b>8,650,000 options issued to employees under the Employee Share Option Plan and as announced on 4 July 2008; and</b></p> <p>(ii) <b>24,000,000 options issued to CEO and Executive Chairman following shareholder approval obtained at a General Meeting held on 23 Sept 08; and</b></p> <p>(iii) <b>10,000,000 options issued to a Senior Executive following shareholder approval obtained at a General Meeting held on 23 Sept 08</b></p>
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7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<b>Issued on 17 October 2008</b>
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8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		<b>475,279,150</b>	<b>Ordinary shares (“OMH”)</b>
		Number	+Class
		<b>48,000</b>	<b>Unlisted options exercisable at A\$0.30 each expiring on 31 December 2009.</b>
		<b>48,000</b>	<b>Unlisted options exercisable at A\$0.36 each expiring on 30 June 2010.</b>
		<b>1,550,000</b>	<b>Unlisted options exercisable at A\$0.30 each expiring on 31 May 2010.</b>
		<b>2,980,000</b>	<b>Unlisted options exercisable at A\$0.30 each expiring on 31 May 2011 (vest on 31 May 09).</b>
		<b>1,000,000</b>	<b>Unlisted options exercisable at A\$0.14 each expiring on 12 March 2012 (vest on 12 Mar 09).</b>
		<b>7,500,000</b>	<b>Unlisted options exercisable at A\$0.28 each expiring on 31 May 2012.</b>
		<b>4,750,000</b>	<b>Unlisted options exercisable at A\$0.365 each expiring on 30 June 2010.</b>

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9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
500,000	Unlisted options exercisable at A\$0.72 each expiring on 31 March 2011.
500,000	Unlisted options exercisable at A\$0.72 each expiring on 31 March 2011 (vest on 14 March 2009).
4,325,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2012 (vest on 1 Jan 2010).
4,325,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2013 (vest on 1 Jan 2011).
4,000,000	Unlisted options exercisable at A\$1.405 each expiring on 30 Sept 2010.
4,000,000	Unlisted options exercisable at A\$1.52 each expiring on 3 Sept 2011 (vest on 3 Sept 2009).
4,000,000	Unlisted options exercisable at A\$1.64 each expiring on 3 Sept 2012 (vest on 3 Sept 2010).
4,000,000	Unlisted options exercisable at A\$1.755 each expiring on 3 Sept 2013 (vest on 3 Sept 2011).
4,000,000	Unlisted options exercisable at A\$1.87 each expiring on 3 Sept 2014 (vest on 3 Sept 2012).
4,000,000	Unlisted options exercisable at A\$2.49 each expiring on 31 Oct 2010.
2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2011 (vest on 1 Jan 2009).
2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2012 (vest on 1 Jan 2010).
2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2013 (vest on 1 Jan 2011).
2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2014 (vest on 1 Jan 2012).
2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2015 (vest on 1 Jan 2013).

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<b>Ordinary shares will participate on an equal basis to dividends declared and paid.</b>
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	<b>Not applicable</b>
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12	Is the issue renounceable or non-renounceable?	<b>Not applicable</b>
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13	Ratio in which the +securities will be offered	<b>Not applicable</b>
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14	+Class of +securities to which the offer relates	<b>Not applicable</b>
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15	+Record date to determine entitlements	<b>Not applicable</b>
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<b>Not applicable</b>
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17	Policy for deciding entitlements in relation to fractions	<b>Not applicable</b>
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18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	<b>Not applicable</b>
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19	Closing date for receipt of acceptances or renunciations	<b>Not applicable</b>
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20	Names of any underwriters	<b>Not applicable</b>
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21	Amount of any underwriting fee or commission	<b>Not applicable</b>
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22	Names of any brokers to the issue	<b>Not applicable</b>
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23	Fee or commission payable to the broker to the issue	<b>Not applicable</b>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<b>Not applicable</b>
25	If the issue is contingent on +security holders' approval, the date of the meeting	<b>Not applicable</b>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<b>Not applicable</b>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<b>Not applicable</b>
28	Date rights trading will begin (if applicable)	<b>Not applicable</b>
29	Date rights trading will end (if applicable)	<b>Not applicable</b>
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	<b>Not applicable</b>
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<b>Not applicable</b>
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	<b>Not applicable</b>
33	+Despatch date	<b>Not applicable</b>

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

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(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought **Not applicable.**

39 Class of +securities for which quotation is sought **Not applicable.**

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? **Not applicable.**

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now  
 Example: In the case of restricted securities, end of restriction period  
 (if issued upon conversion of another security, clearly identify that other security)


**Not applicable.**

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  ..... Date: **20 October 2008**  
 (Company secretary)  
 Print name: **HENG SIOW KWEE/JULIE ANNE WOLSELEY**

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