

OM HOLDINGS LIMITED

(ARBN 081 028 337)



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30 April 2009

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

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Please be advised the Company has dispatched the attached Notice of Annual General Meeting and Explanatory Statement to Shareholders.

The Annual General Meeting has been convened to be held on Tuesday 26 May 2009 at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore commencing at 2pm.

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 demonstrated 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 3,355km².

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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OM HOLDINGS LIMITED
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NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Tuesday 26 May 2009

Time of Meeting
2.00 pm (Singapore Time)

Place of Meeting
OM Holdings Limited
#08-08, Parkway Parade,
80 Marine Parade Road, Singapore

Shareholders are advised they will only have received a copy of the Company's Annual Report if they responded positively to a letter previously circulated by the Company. A copy of the Annual Report is available on the Company's website at www.omholdingsltd.com or will be sent to Shareholders without charge upon request.

OM HOLDINGS LIMITED

ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of OM Holdings Limited ("**Company**") will be held at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Tuesday 26 May 2009 commencing at 2.00 pm, for the purpose of transacting the following business.

BUSINESS

An Explanatory Statement containing information in relation to each of the following resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

To consider and if thought fit, to pass, with or without amendment, the following Resolutions as **ordinary resolutions**:

RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

"That the Company receive and consider the following documents:

- (a) the balance sheet of the Company as at 31 December 2008;
- (b) the income statement of the Company for the year ended 31 December 2008;
- (c) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2008; and
- (d) the reports of the Directors' and Auditors' on the financial statements of the Company and on the consolidated financial statements of the Company and its controlled entities."

RESOLUTION 2 – APPROVAL OF FINAL DIVIDEND

"That in accordance with Bye-law 138, the Shareholders of the Company formally approve the payment of a final dividend of A\$0.03 per ordinary share to all Shareholders of the Company for the year ended 31 December 2008."

RESOLUTION 3 – RE-ELECTION OF LOW NGENE TONG AS A DIRECTOR

"That in accordance with Bye-law 88, Mr Low Ngee Tong retires and, being eligible, offers himself for re-election."

RESOLUTION 4 – RE-ELECTION OF JOHN HENRY RUSSEL RAUBENHEIMER AS A DIRECTOR

"That in accordance with Bye-law 88, Mr John Henry Russel Raubenheimer retires and, being eligible, offers himself for re-election."

RESOLUTION 5 – APPROVAL OF RE-APPOINTMENT OF AUDITOR

"That in accordance with Bye-laws 155 and 157, Shareholders of the Company re-appoint Foo Kon Tan Grant Thornton as auditor at remuneration to be determined by the Directors of the Company."

By order of the Board



Heng Siow Kwee/Julie Wolseley

COMPANY SECRETARY

Dated: 28 April 2009

Proxies

- A member who is entitled to attend and cast two or more votes at the above meeting may appoint more than one proxy to attend and vote on their behalf at this meeting.
- A proxy may but need not be a member of the Company.
- The proxy form must be signed by the member or his attorney duly authorised in writing. Proxies given by a corporation must be signed either under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, a duly completed form appointing the proxy (and the relevant power of attorney or other authority, if any, under which it is signed) must be lodged not later than 48 hours before the time for holding the meeting.
- To be valid, the form appointing the proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged with OM Holdings Limited at its Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore 449269 or to the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 2, Reserve Bank Building, 45 St George's Terrace, Perth, Western Australia 6000 not later than 48 hours before the time for holding the meeting.
- For the convenience of Shareholders a Proxy Form accompanies the Notice of Annual General Meeting.

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EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the proposals to which the resolutions contained in the accompanying Notice of Annual General Meeting ("**Notice**") of OM Holdings Limited ARBN 081 028 337 ("**Company**" or "**OMH**") relate.

The Directors of the Company ("**Directors**") recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

1. **Resolution 1 – Approval of Financial Statements**

Resolution 1 addresses an item of regular business and is self explanatory.

2. **Resolution 2 – Approval of Payment of Dividend**

Pursuant to Bye-law 138 of the Company's Bye-laws, the Shareholders of the Company must approve the recommended payment made by the Directors of the Company to pay a final dividend of A\$0.03 per ordinary share to all Shareholders of the Company for the year ended 31 December 2008. The Record Date for this dividend was set at 24 April 2009 and the Directors propose for this dividend to be paid on 29 May 2009.

3. **Resolution 3 – Re-election of Mr Low Ngee Tong as a Director**

Pursuant to Bye-law 88 of the Company's Bye-laws, Mr Low Ngee Tong, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Low is a qualified mechanical engineer, having graduated from the National University of Singapore. He has over 25 years of experience in the steel, ferro alloy and building materials industries in Asia. Mr Low's experience was gained with Chiyoda Limited, a global Japanese civil engineering group, Intraco Limited, Intraco Resources Pre Limited and C Itoh Limited, a significant Japanese metals trading house. Mr Low has demonstrated an excellent network for marketing in China. Mr Low was the Chief Executive Officer of OM Holdings Limited since its incorporation and subsequent listing in 1998 until October 2008 when we was appointed Executive Chairman. Mr Low's business relationships and reputation with several large multinational corporations in Asia have enabled OM Holdings Limited to successfully establish its profitable operations based in Singapore and extending to China and Australia.

4. **Resolution 4 – Re-election of Mr John Henry Russel Raubenheimer as a Director**

Pursuant to Bye-law 88 of the Company's Bye-laws, Mr John Henry Russel Raubenheimer, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Raubenheimer is an Independent Non-Executive Director who is also a member of the Audit Committee.

Mr Raubenheimer is an internationally recognised executive with extensive experience gained over the past 30 years within the resources industry encompassing various large scale exploration and production projects with particular emphasis since 2001 on manganese operations and marketing for BHP Billiton. Mr Raubenheimer retired in 2006 as the President and Chief Executive Officer of Samancor Manganese (owned 60% by BHP Billiton) and was a director of BHP Billiton SA. Mr Raubenheimer was a past president of the International Manganese Institute.

5. **Resolution 5 – Approval to Re-appointment of Auditor**

The Company's current auditors, Foo Kon Tan Grant Thornton, Certified Public Accountants, offer themselves for re-appointment. Bye law 155 requires the auditor to be approved by Shareholders. Bye law 157 requires the remuneration of the auditor to be fixed by the Company in general meeting or such other manner as the Shareholders determine. It is recommended that the Directors of the Company determine the remuneration of the auditor.

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

The audit fees paid/payable to Foo Kon Tan Grant Thornton for the year ended 31 December 2008 totalled S\$120,000.

In addition Grant Thornton Hong Kong and Foo Kon Tan Grant Thornton were appointed to provide professional services in relation to the Company's proposed listing on The Main Board of the Stock Exchange of Hong Kong Limited ("HKSE") (which was subsequently deferred in August 2008). The appointment of Grant Thornton Hong Kong was required in accordance with the prescribed requirements of the HKSE. The services provided included preparation of a Joint Accountants' Report which included the audit of the 31 March 2008 statutory accounts. The fees earned by Grant Thornton Hong Kong and Foo Kon Tan Grant Thornton for the year ended 31 December 2008 totalled S\$299,000.

Other than audit services and the above professional services integral to the Company's proposed listing on the HKSE, Foo Kon Tan Grant Thornton has provided no other services to the Company.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A member entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Member's proxy. A proxy need not be a member of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Member's voting rights. If such appointment is not made then each proxy may exercise half of the Member's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Member or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the corporation or its duly authorised attorney. In the case of joint members, this proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a member, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company at its Registered Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore 449269 or to the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 2, Reserve Bank Building, 45 St George's Terrace, Perth, Western Australia 6000 no later than 48 hours before the time appointed for the holding of this Annual General Meeting that is **by 2.00pm WST on 24 May 2009** by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, the proxy can cast any votes the proxy holds as a member in any way that the proxy sees fit.
7. The Chairman intends to vote in favour of all resolutions as set out in the Notice of Annual General Meeting, except for resolutions in which he/she has an interest.

OM HOLDINGS LIMITED
ARBN 081 028 337

PROXY FORM

The Company Secretary
OM Holdings Limited
#08-08, Parkway Parade,
80, Marine Parade Road
Singapore 449269
By Facsimile: (65) 6342 2242

I/We (name of member)
of (address)
being a member/members of OM Holdings Limited hereby appoint:
(name of proxy)
of (address)
and/or failing him/her (name)
of (address)
and/or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Tuesday 26 May 2009 at 2.00 pm and at any adjournment of the meeting.

If you wish to direct your proxy how to vote with respect to the proposed resolution, please indicate the manner in which your proxy is to vote by placing an "X" in the appropriate box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

Ordinary Business

	For	Against	Abstain
Resolution 1 Financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Low Ngee Tong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of John Raubenheimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote "FOR" the Resolutions in relation to undirected proxies for which he is appointed as proxyholder.

OR if you do not wish to direct your proxy how to vote, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxyholder will be disregarded of that interest.

**This Proxy is appointed to represent ____% of my voting right, or if more than one proxy is appointed, the proxies represent my voting rights in the following proportions:
Proxy 1 represents ____% and
Proxy 2 represents ____% of my total votes.**

If the Member is an individual:

Signature: _____

Name: _____

If the Member is a company:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary

Director/Secretary

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OM HOLDINGS LIMITED
(ARBN 081 028 337)



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