

# OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 8

15 May 2009

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

Dear Sir/Madam

## CONSMIN'S INTENTION TO APPOINT A DIRECTOR AT THE ANNUAL GENERAL MEETING

OM Holdings Limited ("OMH" or the "Company") has recently received notice from a shareholder, Stratford Sun Limited ("Stratford"), a company controlled by Consolidated Minerals Limited ("ConsMin"), that it intends to propose its nominee be elected as a Director of the Company at the upcoming Annual General Meeting ("AGM") of the Company to be held on Tuesday 26 May 2009.

The Company understands that ConsMin's nominee is the chairman of Consmintrade (CMT) Pte Ltd, a wholly owned subsidiary of ConsMin, which acts as a trading and marketing business for ConsMin.

In these circumstances, the OMH Board believes that it is appropriate that all OMH Shareholders be given appropriate notice of Stratford's intention for a ConsMin nominee to be appointed as a Director of the Company at the AGM. Accordingly, the OMH Board has decided to put an additional resolution to the AGM to consider this appointment.

The Company has today dispatched to Shareholders the attached letter, an Addendum to the Notice of AGM and a Supplementary Proxy Form.

The Directors do not support Stratford's proposal and have unanimously recommended that Shareholders vote **AGAINST** the resolution, for the following key reasons:

- ConsMin is a direct competitor of OMH. ConsMin directly competes with OMH in fundamental operational areas including mining, processing and most importantly marketing and trading of manganese ore and alloy products, specifically in the key Chinese manganese ore and Asian manganese alloy markets.

ConsMin also directly competes with OMH in the pursuit and securing of prospective greenfield manganese tenements in Australia and overseas. In addition ConsMin and OMH are in direct competition with regards to strategic growth opportunities in the form of farm-in, joint venturing and other forms of strategic alliances with existing manganese ore producers and explorers.

The Board believes that if a ConsMin representative was appointed to the OMH Board, it would be impossible to manage these conflicts without fundamentally changing the nature of the information presented to and discussed by the OMH Board, therefore substantially hindering the effective and efficient management of the Company. In particular given the unique nature of the global manganese industry with a limited number of high grade manganese producers and consolidation within the industry continuing to occur, strategies regarding operational, financial and strategic growth initiatives are highly market sensitive and competitive among the remaining market participants.

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- The OMH Board already has significant marketing and trading expertise. Whilst Stratford has not provided the Company with a biography of its representative's credentials and experience in support of his nomination, OMH understands that his experience is predominantly market related. The Board believes that OMH is already very well represented at the Board level in terms of marketing and trading expertise.

All OMH Directors who currently hold shares (amounting to over 12% of the issued capital of the Company) have indicated to the Board that they intend to vote **AGAINST** any resolution to appoint a ConsMin nominee as a Director of the Company.

Yours faithfully

**OM HOLDINGS LIMITED**

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

**For further inquiries, please contact:  
Mr Peter Toth, CEO  
Telephone: +65 6346 5515**

**For media inquiries, please contact:  
Nicholas Read  
Read Corporate  
Telephone: +61-8 9388 1474  
Mobile: +61 419 929 046**

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## BACKGROUND PROFILE OF OM HOLDINGS LIMITED

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*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 3,355km<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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# OM HOLDINGS LIMITED

(ARBN 081 028 337)



15 May 2009

Dear Fellow Shareholder,

## **CONSMIN'S INTENTION TO APPOINT A DIRECTOR AT THE ANNUAL GENERAL MEETING**

OM Holdings Limited ("OMH" or the "Company") has recently received notice from Stratford Sun Limited ("Stratford"), a company controlled by Consolidated Minerals Limited ("ConsMin"), that it intends to propose Mr Peter Allen to be elected as a Director of the Company at the upcoming Annual General Meeting ("AGM") of the Company.

The Company understands that Mr Allen is a director of Consmintrade (CMT) Pte Ltd, a wholly owned subsidiary of ConsMin, which acts as a trading business for ConsMin.

In these circumstances, your Directors believe that it is appropriate that all Shareholders be given appropriate notice of Stratford's intention to propose Mr Allen be appointed as a Director of the Company at the AGM, and accordingly attach an Addendum to the Notice of Annual General Meeting to formally add an additional resolution to the AGM to consider Mr Allen's appointment.

**Your Directors do not support Stratford's proposal that Mr Allen be appointed as a Director of the Company and unanimously recommend that Shareholders vote AGAINST that resolution, for the following key reasons:**

- **ConsMin is a direct competitor of OMH.** ConsMin directly competes with OMH in fundamental operational areas including mining, processing and most importantly marketing and trading of manganese ore and alloy products, specifically in the key Chinese manganese ore and Asian manganese alloy markets.

ConsMin also directly competes with OMH in the pursuit and securing of prospective greenfield manganese tenements in Australia and overseas. In addition ConsMin and OMH are in direct competition with regards to strategic growth opportunities in the form of farm-in, joint venturing and other forms of strategic alliances with existing manganese ore producers and explorers.

Your Board believes that if a ConsMin representative was appointed to the OMH Board, it would be impossible to manage these conflicts without fundamentally changing the nature of the information presented to and discussed by the OMH Board, therefore substantially hindering the effective and efficient management of the Company. In particular given the unique nature of the global manganese industry with a limited number of high grade manganese producers and consolidation within the industry continuing to occur, strategies regarding operational, financial and strategic growth initiatives are highly market sensitive and competitive among the remaining market participants.

- **The OMH Board already has significant marketing and trading expertise.** Whilst Stratford has not provided the Company with a biography of its representative's credentials and experience in support of his nomination, OMH understands that his experience is predominantly market related. Your Board believes that OMH is already very well represented in terms of marketing and trading expertise.

**All OMH Directors who currently hold shares (amounting to over 12% of the issued capital of the Company) have indicated to the Board that they intend to vote AGAINST any resolution to appoint Mr Allen as a Director of the Company.**

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Your Board urges you to participate in this important decision either by completing the attached Supplementary Proxy Form (in addition to the Proxy Form attached to the Notice of AGM) or by attending the meeting in person.

However, failure to complete a Supplementary Proxy Form will not affect the validity of any Proxy Form already submitted.

You may return the Proxy Form, the Supplementary Proxy Form and any relevant Power of Attorney to the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia 6000 or alternatively you may fax the completed Proxy Forms to the Company's Singapore Head Office on (65) 6342 2242 by **no later than 2.00pm Singapore time (2.00pm WST) on Sunday 24 May 2009.**

If any Shareholders wish to receive a further copy of the Notice of AGM, or require any additional information in relation to this matter, please call the OMH Singapore Head Office on (65) 6346 5515 or liaise via email on [om@ommaterials.com](mailto:om@ommaterials.com)

Yours faithfully

Peter Ivan Toth  
**Chief Executive Officer**  
**OM Holdings Limited**

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## OM HOLDINGS LIMITED

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### ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

This Addendum supplements the Notice of Annual General Meeting of the Shareholders of OM Holdings Limited ("**Company**") dated 28 April 2009. It must be read in conjunction with the Notice of Annual General Meeting, including the instructions as to proxies and voting set out in that notice.

The Annual General Meeting 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 2.00pm (Singapore time).

#### ORDINARY BUSINESS

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

#### RESOLUTION 6 – ELECTION OF MR PETER ALLEN

"That Mr Peter Allen be and is hereby appointed as a Director of the Company (effective on the passing of this resolution)."

#### SUPPLEMENTARY PROXY FORM

Enclosed in a Supplementary Proxy Form in relation to the resolution the subject of this Addendum to the Notice of Annual General Meeting.

Submission of this Supplementary Proxy Form will not affect the validity of any Proxy Form already submitted in respect to the Annual General Meeting. If you have not already submitted a Proxy Form and you wish to vote at the Annual General Meeting, you should submit both the proxy form attached to the Notice of Annual General Meeting as well as the Supplementary Proxy Form.

You may return the Proxy Form, the Supplementary Proxy Form and any relevant Power of Attorney to the Company's Share Registry, Computershare Registry Services Pty Ltd at Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia 6000 or alternatively you may fax the completed Proxy Forms to the Company's Singapore Head Office on (65) 6342 2242 by no later than 2.00pm Singapore time (2.00pm WST) on Sunday 24 May 2009.

By order of the Board

Heng Siow Kwee / Julie Wolseley

**COMPANY SECRETARY**

Dated: 15 May 2009

**SUPPLEMENTARY 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 6    Appointment of Mr Peter Allen as a Director                                               

**THE CHAIRMAN INTENDS TO VOTE "AGAINST" THE RESOLUTION 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.***

In the event that any matter is properly brought before the Annual General Meeting but for which specific instructions have not been given in this proxy, the Chairman will be entitled to vote the shares represented by this proxy at his discretion.

**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

## 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 supplementary 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 supplementary 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 supplementary proxy form.
6. If the supplementary 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.