

OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 12

20 April 2010

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 Wednesday 19 May 2010 at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore commencing at 10.30am.

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 1,000,000 tonnes of manganese product annually. Bootu Creek has further exploration potential given that its tenement holdings extend over 3,325km².

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 is a constituent of the S&P/ASX 200 a leading securities index.

OMH also holds the following strategic shareholding interests in ASX listed entities:

- *15% shareholding in **Northern Iron Limited** (ASX Code: NFE), a company presently producing iron ore from its Sydvaranger iron ore mine located in northern Norway;*
- *12% shareholding in **Shaw River Resources Limited** (ASX Code: SRR), a company presently exploring for manganese in Western Australia and Ghana; and*
- *7% shareholding in **Territory Resources Limited** (ASX Code:TTY), a company operating the Frances Creek iron ore mine in the Northern Territory.*



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Wednesday 19 May 2010

Time of Meeting
10.30am (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.

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY

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 Wednesday 19 May 2010 commencing at 10.30am, 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 statement of financial position of the Company as at 31 December 2009;
- (b) the statement of comprehensive income of the Company for the year ended 31 December 2009;
- (c) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2009; 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\$0.02 per ordinary share to all Shareholders of the Company for the year ended 31 December 2009."

RESOLUTION 3 – RE-ELECTION OF MR TAN PENG CHIN AS A DIRECTOR

"That in accordance with Bye-law 88, Mr Tan Peng Chin retires and, being eligible, offers himself for re-election."

RESOLUTION 3 – RE-ELECTION OF MS JULIE ANNE WOLSELEY AS A DIRECTOR

"That in accordance with Bye-law 88, Ms Julie Anne Wolseley retires and, being eligible, offers herself 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: 15 April 2010

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.

OM HOLDINGS LIMITED
ARBN 081 028 337

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 2009 Financial Statements

Resolution 1 addresses an item of regular business and is self explanatory. A copy of the 2009 financial statements are available on the Company's website at www.omholdingsltd.com

The Board of Directors unanimously recommends that Shareholders vote to approve Resolution 1.

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\$0.02 per ordinary share to all Shareholders of the Company for the year ended 31 December 2009. The Record Date for this dividend was set at 30 April 2010 and the Directors propose for this dividend to be paid on 28 May 2010.

The Board of Directors unanimously recommends that Shareholders vote to approve Resolution 2.

3. Resolution 3 – Re-election of Mr Tan Peng Chin as a Director

Pursuant to Bye-law 88 of the Company's Bye-laws, Mr Tan Peng Chin, 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 Tan is an Independent Non-Executive Director who also chairs the Remuneration Committee. Mr Tan receives no additional fees other than his Non-Executive Director's fees for his services to the Remuneration Committee.

Mr Tan Peng Chin who resides in Singapore was appointed as a Non-Executive Director on 14 September 2007. Mr Tan is the Managing Director of Tan Peng Chin LLC, a Singapore based law firm specialising in the areas of banking and finance, corporate and commercial law, conveyancing, employment law, intellectual property, technology, franchising and competition law.

Mr Tan holds current directorships on a number of companies in the Asia region and his expertise does assist the advancement of the Company's strategic pursuits.

Tang Peng Chin LLC does provide legal services to both the Company and its Singapore based subsidiary OM Materials (S) Pte Ltd which are charged on an arms length commercial basis. The value of services provided to the Company and its subsidiary is not viewed as being a material supplier in accordance with the ASX Corporate Governance Council's Principles and Recommendations.

The Board of Directors unanimously recommends that Shareholders vote to approve Resolution 3.

4. Resolution 4 – Re-election of Ms Julie Anne Wolseley as a Director

Pursuant to Bye-law 88 of the Company's Bye-laws, Ms Julie Anne Wolseley, being a Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers herself for re-election as a Director of the Company. Ms Wolseley is a Non-Executive Director who is also a member of the Audit and Remuneration Committees.

Ms Wolseley who resides in Australia was appointed as a Non-Executive Director on 24 February 2005. Ms Wolseley holds a Bachelor of Commerce degree and is a Chartered Accountant. Ms Wolseley is the principal of a corporate advisory company and has over 18 years of experience acting as company secretary to a number of ASX listed companies operating primarily in the resources sector. Her expertise includes corporate secretarial, management accounting, financial and management reporting in the mining industry, initial public offerings, capital raisings, cash flow modelling and corporate governance. She is also a Member of the Australian Institute of Company Directors.

Ms Wolseley also acts at the Company's Joint Company Secretary based in Australia. She is responsible for ASX compliance and reporting, ASIC compliance and reporting, Board, shareholder and committee meetings and reporting, corporate governance, assisting with documentation and process management for corporate initiatives, co-ordinating, drafting, reviewing and lodging ASX Announcements, shareholder reporting, share registry liaison and undertaking specific corporate requirements directed by the Executive Chairman, Chief Executive Officer and/or the senior executive team.

The services provided by Ms Wolseley for such services are charged on an arms length commercial basis. The value of services provided to the Company is not viewed as being a material supplier in accordance with the ASX Corporate Governance Council's Principles and Recommendations.

The Board of Directors unanimously recommends that Shareholders vote to approve Resolution 4.

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 2009 totalled S\$120,000 (A\$93,000). A further S\$5,850 (A\$4,500) was paid to Grant Thornton Australia Ltd in connection with reviewing the final statutory reporting.

Other than audit services Foo Kon Tan Grant Thornton has provided no other services to the Company.

The Board of Directors unanimously recommends that Shareholders vote to approve Resolution 5.

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 10.30am WST on 17 May 2010** 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)



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



OM Holdings Limited
ARBN 081 028 337

000001 000 OMH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 10.30am (WST) Monday 17 May 2010**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report:
www.omholdingsltd.com

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

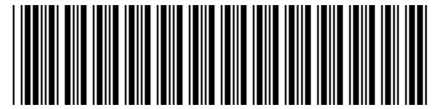
SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of OM Holdings Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of OM Holdings Limited to be held at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Wednesday, 19 May 2010 at 10.30am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		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 Mr Tan Peng Chin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Ms Julie Anne Wolseley	<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"/>

In the event that any matter is properly brought before the Annual General Meeting but for which specific voting instructions have not been given in this proxy, in accordance with the OM Holdings Limited Bye-laws, the Chairman of the Meeting will be entitled to vote the shares represented by this proxy at his discretion.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

OMH

999999A

Computershare +