

OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 2 Covering pages
9 Notice of Annual General Meeting, Explanatory Statement and
Proxy Form

21 April 2017

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

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Please be advised that the Company has today despatched the Notice of Annual General Meeting and Explanatory Statement to all Shareholders. A personalised Proxy Form was also included.

The Annual General Meeting has been convened to be held on Thursday, 25 May 2017 at the Hotel Indigo Singapore Katong, 86 East Coast Road, Katong Square, Singapore 428788, commencing at 10.00am (Singapore time).

Yours faithfully

OM HOLDINGS LIMITED



Heng Siow Kwee/Julie Wolseley
Company Secretary



BACKGROUND INFORMATION ON OM HOLDINGS LIMITED

OMH Holdings Limited (OMH) was listed on the ASX in March 1998 and has its foundations in metal materials trading – specializing in the sourcing and distribution of manganese ore and ferroalloys.

OMH is involved in mining manganese ore in Australia and South Africa, smelting in Sarawak, East Malaysia and Qinzhou in China, and the distribution of these materials to downstream users.

The smelter in Sarawak is 75% owned by OMH and physical construction of Phase 1 of the production facility has been completed.

Construction of the smelter in Sarawak commenced in Q3 2012 and the first tapping of ferrosilicon was achieved on 22 September 2014. The facility consist of 16 units of 25.5 MVA furnaces, of which 10 furnaces are allocated for the production of ferrosilicon and 6 units will be modified to produce manganese alloy. Upon completion of the modification, the Project will have a design capacity to produce 192,500 tonnes of ferrosilicon and 200,000 to 250,000 tonnes of manganese alloy per annum.

OMH, through a wholly owned subsidiary, owns the Bootu Creek manganese mine in the Northern Territory. This mine has the capacity to produce up to 1,000,000 tonnes of manganese product per annum.

OMH also owns a 26% investment in Main Street 774 (Pty) Limited, which, in turn owns 50.1% interest in the world class Tshipi Borwa (“Tshipi”) manganese mine in South Africa. This mine has the capacity to produce up to 2,400,000 tonnes of manganese product per annum when the permanent processing plant is completed.

The manganese products of Bootu Creek, and those from Tshipi, are exclusively marketed through OMH’s trading division, OM Materials (S) Pte Ltd, and OM Tshipi Pte Ltd (33.33% owned) respectively. Through all these activities OMH has established itself as a significant manganese supplier to the global market.



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Thursday, 25 May 2017

Time of Meeting
10.00am (Singapore time)

Place of Meeting
Hotel Indigo Singapore Katong
86 East Coast Road
Katong Square
Singapore 428788

THIS NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN ANY DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISORS WITHOUT DELAY.

OM HOLDINGS LIMITED

ARBN 081 028 337

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of OM Holdings Limited ARBN 081 028 337 ("**Company**") will be held at the Hotel Indigo Singapore Katong, 86 East Coast Road, Katong Square, Singapore 428788 on Thursday, 25 May 2017 commencing at 10.00am (Singapore time), for the purpose of transacting the following business.

ITEMS OF BUSINESS:

An explanatory statement containing information in relation to each of the following Resolutions accompanies this Notice ("**Explanatory Statement**").

RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

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

"That, the Company receive and consider the following documents:

- (a) the statement of financial position of the Company as at 31 December 2016;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2016; and
- (c) the reports of the Directors and the report of the auditor of the Company ("**Auditor**") on the financial statements of the Company and on the consolidated financial statements of the Company and its controlled entities."

RESOLUTION 2 – RE-ELECTION OF MR TAN PENG CHIN AS A DIRECTOR

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

"That, in accordance with Bye-law 88, Mr Tan Peng Chin retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF MR PETER CHURCH OAM AS A DIRECTOR

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

"That, in accordance with Bye-law 88, Mr Peter Church retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 4 – APPROVAL OF RE-APPOINTMENT OF AUDITOR

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

"That, in accordance with Bye-laws 155 and 157, Shareholders re-appoint Foo Kon Tan LLP as Auditor with a remuneration to be determined by the Directors."

ITEMS OF OTHER BUSINESS:

To deal with any other business which may be brought forward in accordance with the Bye-laws or the Companies Act.

Definitions

Certain abbreviations and other defined terms are used throughout this Notice and in the Explanatory Statement which accompanies this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

By order of the Board



Heng Siow Kwee/Julie Wolseley

COMPANY SECRETARY

Dated: 21 April 2017

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Shareholders entitled to attend and vote at the Annual General Meeting shall be those Shareholders recorded on the Company's register of members at 7.00pm (Singapore / Perth time) on **Tuesday, 23 May 2017**. Only those Shareholders will be entitled to vote at the Annual General Meeting on **Thursday, 25 May 2017**.
- A Shareholder entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote at the Annual General Meeting.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- A proxy may, but need not be, a Shareholder of the Company.
- The proxy form must be signed by the Shareholder or their attorney duly authorised. Proxies given by a corporation must be signed either under seal or under the hand of an officer or their attorney duly authorised.
- To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (Singapore/Perth time) on Tuesday, 23 May 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

Online At www.investorvote.com.au

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia; or

the Company at its office at #08 – 08, Parkway Parade, 80 Marine Parade Road, 449269 Singapore

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

- For the convenience of Shareholders, a proxy form accompanies the Notice.

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 relate. The 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 2016 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the Company's 2016 consolidated financial statements is available on the Company's website at www.omholdingsltd.com.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

BACKGROUND TO RESOLUTIONS 2 AND 3

Under the Company's Bye-laws, at each annual general meeting of the Company, one-third of the Directors are required to retire from office by rotation, with every Director (excluding the Managing Director) being required to retire at least once every three years as required by the ASX Listing Rules. Therefore, and in accordance with this retirement by rotation requirement (noting that Bye-law 88(2) requires that any Director appointed in accordance with Bye-law 87(2) as an addition to the Board must not be taken into account when determining which particular Directors or the number of Directors that are to retire by rotation), at least two of the Directors are required to retire by rotation at the close of the Meeting.

The Directors to retire by such rotation at the Meeting are those Directors who have been longest in office since their last election (and, if applicable, Directors elected on the same day may agree among themselves or determine by lot which of them must retire). Messrs Tan Peng Chin and Julie Anne Wolseley (who were both re-elected at the Company's 2015 annual general meeting) have agreed among themselves that Mr Tan Peng Chin would retire by rotation. The other Director who has been longest in office since their last election was Mr Peter Church, who was re-elected at the Company's 2014 annual general meeting.

Accordingly, Mr Tan Peng Chin and Mr Peter Church will retire by rotation at the end of the Meeting, however, each being eligible, offer themselves for re-election at the Meeting.

Brief profiles of each Director seeking re-election at the Meeting are set out below.

2. Resolution 2 – Re-election of Mr Tan Peng Chin as a Director

As described above, Mr Tan Peng Chin, being an independent non-executive 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 also chairs the Company's Remuneration Committee. Mr Tan receives no additional fees for his services as chair of the Company's Remuneration Committee.

Mr Tan, who resides in Singapore, was appointed as non-executive Director on 14 September 2007 and was most recently re-elected as a Director at the Company's 2015 annual general meeting. Mr Tan was the founder, managing director and consultant of Tan Peng Chin LLC until he retired from the firm on 31 December 2015. Mr Tan's legal expertise includes corporate finance, banking, company and commercial laws, international trade, joint ventures and issues concerning shareholders. In addition, Mr Tan had acted in numerous complicated cross border transactions in the course of his legal career spanning more than 35 years. Mr Tan had served as an independent director of numerous listed companies since 1996.

Mr Tan was also a member of the Institutional Review Board of the Singapore National Cancer Center from 2007 to 2014 and has been instrumental in setting up and is currently the Chairman of Clarity Singapore Limited, a charity under the auspices of Caritas (the Catholic Church) to assist persons suffering from mental

illnesses. Mr Tan had also volunteered with various charities including Christian Outreach for the Handicapped and the Roman Catholic Prison Ministry.

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

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. Resolution 3 – Re-election of Mr Peter Church OAM as a Director

As described above, Mr Peter Church OAM, being an independent non-executive Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Church, is an Australian commercial lawyer who resides in Singapore. Mr Church has had a career spanning more than 30 years encompassing significant experience throughout South East Asia and India including providing legal and corporate advisory services on numerous regional projects including many in the resources sector. Mr Church was a senior partner with the leading Australian and regional law firm now known as Herbert Smith Freehills, and was its Asian Regional Managing partner at the time he retired from the firm.

Mr Church holds a Bachelor of Commerce (from the University of New South Wales), a Bachelor of Laws (from the University of Sydney) and a Master of Laws (from the University of London). Mr Church is also a Fellow of the Australian Institute of Company Directors.

In 1994 Mr Church was awarded the Medal of the Order of Australia (OAM) by the Australian Government for his promotion of business between Australia and South East Asia.

Presently Mr Church is the chairman of AFG Venture Group – an Australian and Asian corporate advisory firm with various activities throughout Australia, South East Asia and India. He is also Special Counsel to Stephenson Harwood, an English law firm with operations in multiple jurisdictions including London, Hong Kong and Singapore. Mr Church is also a non-executive director of a number of corporations and not for profit organizations, including the Singapore International Chamber of Commerce.

Mr Church's calibre and wealth of experience complements the Board's existing skill set and he is expected to continue to make a strong strategic contribution to the Board and the Company.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

4. Resolution 4 – Approval to Re-appointment of Auditor

The Company's current Auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, offer themselves for re-appointment. Bye-law 155 of the Company's Bye-laws requires the auditor to be approved by Shareholders annually. Bye-law 157 requires the remuneration of the auditor to be fixed by the Company in general meeting or in such other manner as the Shareholders determine. It is recommended that the Directors, in their absolute discretion, determine the remuneration of the Auditor.

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

The audit fees to Foo Kon Tan LLP for the year ended 31 December 2016 totalled A\$218,000.00. During 2016, Foo Kon Tan LLP provided no other services to the Company other than audit services.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

"**A\$**" means the currency of the Commonwealth of Australia.

"**Annual General Meeting**" or "**Meeting**" means the 2017 annual general meeting of the Company to be held pursuant to the Notice.

"**ASX**" means ASX Limited ABN 98 008 624 691, or the financial market operated by it, as the context requires.

"**ASX Listing Rules**" means the Listing Rules of ASX, as amended or replaced from time to time.

"**Board**" means the board of directors of the Company from time to time.

"**Bye-laws**" means the Company's Bye-laws, as amended from time to time.

"**Companies Act**" means the *Companies Act 1981* of Bermuda (as amended from time to time).

"**Company**" means OM Holdings Limited ARBN 081 028 337.

"**Directors**" means the directors of the Company.

"**Explanatory Statement**" means this explanatory statement, accompanying the Notice.

"**Notice**" means the 2017 notice of annual general meeting of the Company which accompanies the Explanatory Statement.

"**Resolution**" means a resolution contained in the Notice.

"**Share**" means a fully paid ordinary share in the Company.

"**Shareholder**" means a holder of Shares in the Company.

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

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

Lodge your vote:

Online:
www.investorvote.com.au

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

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 10:00am (Singapore/Perth time) Tuesday, 23 May 2017

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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. Delete titles as applicable.

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OM Holdings Limited to be held at the Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 25 May 2017 at 10:00am (Singapore/Perth time) and at any adjournment or postponement 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 Re-election of Mr Tan Peng Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Peter Church OAM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

<p>Individual or Securityholder 1</p> <input style="width: 100%; height: 25px;" type="text"/> Sole Director and Sole Company Secretary	<p>Securityholder 2</p> <input style="width: 100%; height: 25px;" type="text"/> Director	<p>Securityholder 3</p> <input style="width: 100%; height: 25px;" type="text"/> Director/Company Secretary
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____