



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Thursday, 30 May 2019

Time of Meeting
9.30am (Singapore time)

Place of Meeting
10 Eunos Road 8,
Singapore Post Centre,
#07-31 (via North Lift Lobby)
Singapore 408600

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 2019 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 10 Eunost Road 8, Singapore Post Centre, #07-31 (via North Lift Lobby) Singapore 408600 on Thursday, 30 May 2019 commencing at 9.30am (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 2018;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2018; 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 ZAINUL ABIDIN RASHEED 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 Zainul Abidin Rasheed 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 OAM retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 4 – APPROVAL TO INCREASE THE AGGREGATE OF NON-EXECUTIVE DIRECTORS' FEES

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

"Pursuant to ASX Listing Rule 10.17 and in accordance with Bye-law 97, and for all other purposes, the maximum aggregate amount payable to Non-Executive Directors of the Company, acting in the capacity as Non-Executive Directors be increased by A\$550,000, from A\$750,000 per annum to A\$1,300,000 per annum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a Director or any person associated with a Director. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5 – 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: 15 April 2019

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 9.30am (Singapore / Perth time) on **Tuesday, 28 May 2019**. Only those Shareholders will be entitled to vote at the Annual General Meeting on **Thursday, 30 May 2019**.
- 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, the proxy form (and any power of attorney under which it is signed) must be received at the address given below by 9.30am (Singapore/Perth time) on Tuesday, 28 May 2019. 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 10 Eunos Road 8, #09-03A Singapore Post Centre, Singapore 408600

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 2018 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the Company's 2018 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 Peter Church (who were both re-elected at the Company's 2017 annual general meeting) have agreed among themselves that Mr Peter Church would retire by rotation. The other Director who has been longest in office since their last election was Mr Zainul Abidin Rasheed, who was re-elected at the Company's 2016 annual general meeting.

Accordingly, Mr Zainul Abidin Rasheed 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 Zainul Abidin Rasheed as a Director

As described above, Mr Zainul Abidin Rasheed, 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 Zainul, while serving as the independent Deputy Chairman of the Company, also sits on the Company's Audit and Remuneration Committees.

Mr Zainul was appointed as a Non-Executive Director of the Company on 3 October 2011. Mr Zainul was a Member of Parliament in Singapore (from 1997 - 2011) and served as the Senior Minister of the State for the Ministry of Foreign Affairs of the Government of Singapore, a position he held since 2006.

Prior to becoming a Member of Parliament, Mr Zainul had an outstanding career in journalism, which included the positions of Editor of Berita Harian, The Singapore Business, The Sunday Times and Associate Editor of The Straits Times.

Mr Zainul currently serves as the Ambassador to Kuwait (Non-Resident) and the Foreign Minister's Special Envoy to the Middle East. Mr Zainul is also currently a Corporate Adviser to Singapore's Temasek International Pte Ltd, and is a member of the Nanyang Technological University Board of Trustees and Board of Directors of Mediacorp.

Mr Zainul served numerous government agencies, councils and civic organisations including Executive Secretary of the Singapore Port Workers' Union, a member of the Board of Directors of the Port of Singapore Authority, President of the Singapore Islamic Religious Council, Chairman of the Malay Heritage Foundation, Chief Executive Officer of the Council for the Development of the Malay/ Muslim Community (MENDAKI), the Council for Security Co-operation in the Asia Pacific, the National University of Singapore Council as well as being the Patron of the Singapore Rugby Union and Adviser to the Hockey Federation.

As the Company continues to execute its growth strategy specifically including the Sarawak Project, Mr Zainul's global network and international experience, especially in South East Asia, Africa and the Middle East, is expected to continue to be an invaluable asset to the Board and the Company.

Mr Zainul holds a Bachelor of Arts (Honours) in Economics and Malay Studies from the National University of Singapore.

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 Australia and Singapore. Mr Church was appointed as a Non-Executive Director of the Company on 12 December 2011. 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 services on numerous regional projects. 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), a Master of Laws (from the University of London) and a Doctorate of Humane Letters (from Sri Sharada Institute of Indian Management in New Delhi). 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 organisations. He also holds professorial appointments at Curtin University in Perth, Great Lakes Institute of Management in Chennai and Sri Sharada Institute of Indian Management in New Delhi.

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.

Mr Church is member of the Audit Committee.

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

4. Resolution 4 – Approval to Increase the Aggregate of Non-Executive Directors' Fees

Resolution 4 has been proposed so that Shareholders can consider, and if thought fit, approve an increase to the maximum aggregate remuneration which is available to the Company to secure the services of its Non-Executive Directors. ASX Listing Rule 10.17 and Bye-law 97 of the Company's Bye-laws provide that the Company must first obtain Shareholder approval before it is able to increase the total fees payable by the Company or its subsidiaries to its Non-Executive Directors.

The Company's Bye-laws provide that Non-Executive Directors may be collectively paid as remuneration for their services a fixed sum not exceeding an aggregate maximum sum as determined by the Company in general meeting. Shareholders last approved the aggregate sum of A\$750,000 on 30 May 2008.

After over 10 years the Non-Executive Directors' fees increased from 1 January 2018 whereby the Non-Executive Deputy Chairman receives A\$130,000 per annum (previously A\$120,000 per annum) and the four remaining Non-Executive Directors each receive \$120,000 per annum (previously A\$80,000 per annum). External remuneration advice was obtained with respect to providing market benchmarking when considering the increased Non-Executive Directors' fees.

No further fees are currently received by the Non-Executive Directors for being members of the Audit and Remuneration Committees.

Prior to this increase which was effective from 1 January 2018 the Non-Executive Directors had not had an increase in Non-Executive Directors' fees since 1 July 2007.

The Company has grown significantly since 30 May 2008, and is likely to continue to grow as the Sarawak project continues to be optimised and further expanded, the Bootu Creek mining operation achieves its production targets and the trading operation continues to add significant value from the sales of its ore and alloys and third party products.

The Directors are seeking Shareholder approval to increase the upper limit on aggregate Non-Executive Director remuneration by \$550,000 for the following reasons:

- the Company's Non-Executive Directors have extensive skills and experience in a range of relevant industries that are important to the Company's ongoing growth;
- the appointment of Non-Executive Directors significantly enhances the independence of the Board;
- provides greater flexibility to allow for payment of appropriate fees over time and, in particular, to provide a sufficient level to allow for the appointment of additional Directors as necessary as the Company continues to implement its growth strategy;
- the proposed increase will accommodate the appointment of additional Non-Executive Directors in the future in accordance with succession plans; and
- the Board considers it important that the Company maintains the ability to remunerate competitively and attract and retain high calibre Non-Executive Directors and that there is allowance for growth in the number of Non-Executive Directors and Non-Executive Director remuneration in the future to reflect market competitiveness for Non-Executive Directors with the skills and experience appropriate for the Company's business and global growth strategy.

If Resolution 4 is approved, the Directors do not intend utilising the entire maximum sum of A\$1,300,000 in the first instance. By having an increase in the maximum amount that can be paid to Non-Executive Directors, the Directors have the flexibility to seek new independent Non-Executive Directors to the Board as and when appropriate or to increase fees payable to existing Non-Executive Directors in line with market changes. There is currently no proposal to increase the current level of individual Non-Executive Director fees for the year ending 31 December 2019. However during 2018 the Board met and discussed the extensive time commitments, support and valued contributions of all active Non-Executive Directors during their tenure in particular during the period from 2015 to 2017 when commodity prices were at the lowest in the cycle, the Australian mining subsidiary had gone into voluntary administration in 2016 but had since re-commenced mining operations in 2017, OM Sarawak was still under construction and various Group financing requirements had to be closely managed and monitored. The active Non-Executive Directors acknowledged that they had provided significant time to assisting and working closely with management during this period over and beyond the ordinary duties of a Non-Executive Director. Additional fees had not been sought at that time due to prioritising cash flow requirements. Accordingly it was agreed that these once off ex-gratia payments covering the period 2015 to 2017 be deferred and would be paid in the future to certain of the Non-Executive Directors comprising Mr Thomas Teo A\$100,000, Mr Tan Peng Chin A\$80,000 and Mr Zainul Abidin Rasheed and Mr Peter Church A\$60,000 each. These proposed ex-gratia payments seek to fairly compensate the relevant Non-Executive Directors for significant additional services provided to the Company over the 3 year period in 2015 to 2017. No other ex-gratia payments are proposed for the year ending 31 December 2019. Such ex-gratia payments have historically not been paid to Non-Executive Directors and are considered unique given the particular circumstances during that relevant period.

The remuneration currently provided to each of the Non-Executive Directors is disclosed in the 2018 Annual Report.

In determining the aggregate sum the Directors have considered remuneration levels paid by other ASX listed companies to their Non-Executive Directors. The Directors are satisfied that the proposed aggregate sum is reasonable having regard to these remuneration levels, external remuneration advice was obtained with respect to providing market benchmarking and the other factors referred to above.

Technical information required by ASX Listing Rule 10.17

If Shareholders approve the proposed resolution, the maximum aggregate sum which can be paid to Non-Executive Directors of the Company will increase by \$550,000 per annum, resulting in an increase in the upper limit of remuneration that can be paid to the Company's Non-Executive Directors from the current level of \$750,000 to a new level of \$1,300,000 in any financial year.

No Non-Executive Directors were issued securities in the Company under ASX Listing Rule 10.11 or 10.14 during the past three years.

A voting exclusion statement is included in the Notice of Annual General Meeting.

Directors' Recommendation

As the Directors are precluded from voting on this item of business, they make no recommendation as to how Shareholders should vote on this Resolution 4.

5. Resolution 5 – 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 2018 totalled A\$243,300. During 2018, 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 5.

GLOSSARY

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

"**Annual General Meeting**" or "**Meeting**" means the 2018 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 2018 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

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



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: 182451

SRN/HIN:

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 9:30am (Singapore time) Tuesday, 28 May 2019**

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** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 10 Eunus Road 8, Singapore Post Centre, #07-31 (via North Lift Lobby) Singapore 408600 on Thursday, 30 May 2019 at 9.30am (Singapore time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 is connected directly or indirectly with the remuneration of a Non-Executive Director.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 4 by marking the appropriate box in step 2 below.

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 Zainul Abidin Rasheed 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 to increase the aggregate of Non-Executive Directors' Fees	<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 form, in accordance with the OM Holdings Limited Bye-laws, the Chairman of the Meeting will be entitled to vote the securities represented by this proxy form at his discretion.

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.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____