

OM HOLDINGS LIMITED

(ARBN 081 028 337)



NO. OF PAGES LODGED: 2 – Covering pages
11 – Notice of Special General Meeting and Explanatory Statement
and Proxy Form

31 January 2012

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

Dear Sir/Madam

NOTICE OF SPECIAL GENERAL MEETING AND EXPLANATORY STATEMENT

Please be advised the Company has dispatched the attached Notice of Special General Meeting and Explanatory Statement to all Shareholders. A personalised Proxy Form was also included.

The Special General Meeting has been convened to be held on Tuesday 21 February 2012 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 2,800km².

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 holds a 26% investment in Ntsimbintle Mining (Proprietary) Ltd, which holds a 50.1% interest in the world class Tshipi Borwa manganese project in South Africa.

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

- *14% shareholding in **Northern Iron Limited** (ASX Code: NFE), a company presently producing iron ore from its Sydvaranger iron ore mine located in northern Norway; and*
 - *8% shareholding in **Shaw River Manganese Limited** (ASX Code: SRR), a company presently exploring for manganese in Namibia, Western Australia and Ghana.*
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OM HOLDINGS LIMITED

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NOTICE OF SPECIAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Tuesday, 21 February 2012

Time of Meeting

10.30am (Singapore Time)

Place of Meeting

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

EACH OF THE NOTICE OF SPECIAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM SHOULD BE READ IN ITS ENTIRETY. IF ANY SHAREHOLDER IS IN ANY DOUBT AS TO HOW IT SHOULD VOTE OR WHAT IT SHOULD DO IN RELATION TO THIS DOCUMENTATION, IT SHOULD SEEK ADVICE FROM ITS PROFESSIONAL ADVISER PRIOR TO VOTING OR TAKING ANY OTHER ACTION.

OM HOLDINGS LIMITED

ARBN 081 028 337

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting of the Shareholders of OM Holdings Limited (the "Company") will be held at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Tuesday, 21 February 2012 commencing at 10.30am (Singapore time), for the purpose of transacting the following business.

BUSINESS

An Explanatory Statement containing further information in relation to the following resolutions accompanies this Notice.

RESOLUTION 1 – APPROVAL OF THE ISSUE OF SHARES TO A RELATED PARTY – PLACEMENT TO BOUSTEAD

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue to Boustead Singapore Limited of 50,000,000 Shares at an issue price of A\$0.35 per Share, as described in the Explanatory Statement accompanying this Notice, be approved."

RESOLUTION 2 – APPROVAL OF THE ISSUE OF SHARES - PLACEMENT TO INVESTORS

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue to the Investors of an aggregate of 25,000,000 Shares at an issue price of A\$0.35 per Share, as described in the Explanatory Statement accompanying this Notice, be approved."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on:

- a) Resolution 1 by Boustead and any associate of Boustead; and
- b) Resolution 2 by the Investors and any associate of an Investor.

However, the Company need not disregard a vote:

- a) if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by a 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.

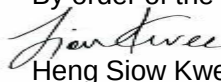
OTHER BUSINESS

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

Definitions

Certain abbreviations and other defined terms are used throughout this Notice and the Explanatory Statement. 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: 25 January 2012

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Members entitled to attend and vote at the Meeting shall be those persons recorded on the register of Members at 10.30am (Singapore time) on Sunday, 19 February 2012. Only those persons will be entitled to vote at the Meeting to be held on Tuesday, 21 February 2012.
- A Member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote at the Meeting.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Member's voting rights.
- A proxy may, but need not be, a Member of the Company.
- The proxy form must be signed by the Member or their attorney duly authorised in writing. Proxies given by a corporation must be signed either under seal or under the hand of an officer or its attorney duly authorised. 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.
- If the proxy form specifies a way in which the proxy is to vote on a Resolution 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 the 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.
- To be valid, the form appointing the proxy (and the original of the relevant power of attorney or a certified copy of the relevant power of attorney, 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 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; that is, by 10.30am (Singapore time) on Sunday, 19 February 2012.
- For the convenience of Shareholders, a proxy form accompanies this Notice.

EXPLANATORY STATEMENT

The Board recommends Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

BACKGROUND

On 23 January 2012, the Company announced its intention to issue 50,000,000 Shares to Boustead and 25,000,000 Shares to the Investors at an issue price of A\$0.35 per Share. Each component of the Placement is conditional upon Shareholder approval being obtained hence the convening of this Meeting.

The Placement is consistent with the Company's previous announcements indicating its intention to consider raising new equity capital through attracting strategic investors supporting the Company's vision, underlying fundamentals, growth strategy, downstream expansion and geographical diversification.

The purpose of the Placement, which is expected to raise gross proceeds of approximately A\$26,250,000, is to finance development activities at the Company's Sarawak ferro-alloy project in Malaysia, as well as assist in the timely financial close of this project, which is expected to occur in the second quarter of the 2012 calendar year, and to pay the costs of conducting the Placement.

In addition to facilitating the timely development of the Sarawak project, the Placement to Boustead represents the first step in the formalisation of a strong strategic relationship with one of South-East Asia's most successful, progressive and experienced engineering services businesses.

The Placement to the Investors demonstrates strong strategic support for the Company's growth strategy, downstream processing expansion and geographical diversification into South-East Asia, whilst expanding the Company's current investor base.

The involvement with both Boustead and the Investors is expected to greatly assist in the on-time and on-budget delivery of the Sarawak project.

The Board is of the opinion that conducting the Placement, applying its net proceeds in connection with the Sarawak project, strengthening the Company's relationship with Boustead and expanding the Company's investor base, are in the best interests of the Company.

If Shareholders pass the Resolutions at the Meeting, the Placement is expected to complete by 21 March 2012 (being within one month of Shareholder approval).

Shareholder approval is required for the Placement to Boustead pursuant to ASX Listing Rule 10.11, as Mr Wong Fong Fui, who is Boustead's Executive Chairman as well as a holder of 33.01% of Boustead's issued capital as at the date of this Explanatory Statement, was until recently an independent Non-Executive Director of the Company. Therefore, and given this context, Boustead is currently considered a related party of the Company.

Although not required by the ASX Listing Rules, the Company is also seeking Shareholder approval in relation to the Placement to the Investors given that the terms on which the Shares are being placed with the Investors are substantially similar to those for the Placement to Boustead and in order to preserve the Company's future capital flexibility under ASX Listing Rule 7.1.

The issue price under the Placement of A\$0.35 represented a discount of 8.8% to the 15-day and a discount of 5.2% to the 30-day volume weighted average price of the Shares on ASX as at 20 January 2012 (the last trading day before the announcement of the Placement).

RESOLUTION 1 – APPROVAL OF THE ISSUE OF SHARES TO A RELATED PARTY – PLACEMENT TO BOUSTEAD

Under ASX Listing Rule 10.11, the Company must not (subject to a number of exceptions which do not apply in this instance) issue equity securities to a related party of the Company without prior Shareholder approval being obtained. Pursuant to an exception to ASX Listing Rule 10.11 (being the exception in ASX Listing Rule 10.12, Exception 10), the Company can however agree to issue equity securities to a related party if the issue is conditional on Shareholders approving the issue before the issue is made. If the Company relies on this exception it must not issue the equity securities without Shareholder approval.

As indicated above, under ASX Listing Rule 10.11, the Company cannot issue Shares to Boustead under the Placement without first obtaining Shareholder approval. Accordingly, in Resolution 1, Shareholders of the Company are being asked to consider, and if thought fit, approve for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of the Shares under the Placement to Boustead. If Shareholders so approve the Placement to Boustead, that issue of Shares will also fall within an exception to ASX Listing Rule 7.1 (being the exception in ASX Listing Rule 7.2, Exception 14) and therefore:

- a) Shareholder approval for the Placement to Boustead will not be required under ASX Listing Rule 7.1; and
- b) the Shares issued to Boustead under the Placement will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1.

Details of the issue to Boustead under the Placement

Details of the Shares to be issued to Boustead under the Placement are set out in the following table:

Type of security	Maximum number to be issued	Issue price	Terms of issue
Fully paid ordinary shares	50,000,000	A\$0.35 each	Fully paid ordinary shares ranking equally with existing fully paid ordinary Shares from the date of their issue.

If Shareholders pass Resolution 1, the Company expects to issue the Shares to Boustead under the Placement on or around Friday 24 February 2012 (and in any event will issue those Shares by Wednesday 21 March 2012, a date which is not more than one month from the date of the Meeting).

The issue of Shares under the Placement will result in Boustead holding approximately 8.6% of the Company's issued Shares (assuming completion of the Placement to the Investors but no further issuances of Shares between the date of this Explanatory Statement and the completion of the Placement). Immediately prior to the announcement of the Placement, Boustead (or any of its associates or Mr Wong Fong Fui) did not hold any of the Company's Shares.

The gross funds raised from the issue of Shares to Boustead under the Placement (which will total approximately A\$17,500,000) will be applied by the Company for the purposes referred to above.

Further information about the Sarawak project and Boustead is provided below under 'Additional Information'.

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass Resolution 1.

Directors' recommendation on Resolution 1

The Directors unanimously recommend to Shareholders that they vote in favour of Resolution 1.

To the extent that each holds or controls Shares and is permitted to vote, each Director currently intends to vote all Shares held or controlled by him/her in favour of Resolution 1.

Mr Low Ngee Tong, as Chairman of the Meeting, currently intends to vote all undirected proxies in favour of Resolution 1.

RESOLUTION 2 – APPROVAL OF THE ISSUE OF SHARES – PLACEMENT TO INVESTORS

Under ASX Listing Rule 7.1, the approval of the holders of ordinary securities of a listed company is required for an issue by an entity of equity securities if, over a 12 month period, the number of the equity securities issued is more than 15% of the number of ordinary securities on issue at the start of that 12 month period (subject to certain exceptions which do not apply in this instance).

The Placement to the Investors does not exceed the 15% limit which applies to the Company under ASX Listing Rule 7.1 and so, Shareholder approval is not strictly required under the ASX Listing Rules. However, such approval is being sought given that the terms on which the Shares are being placed with the Investors are substantially similar to those for the Placement to Boustead and in order to preserve the Company's future capital raising flexibility under ASX Listing Rule 7.1. Accordingly, in Resolution 2, Shareholders of the Company are being asked to consider, and if thought fit, approve for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of the Shares under the Placement to the Investors.

Details of the issue to the Investors under the Placement

Details of the Shares to be issued to the Investors under the Placement are set out in the following table:

Type of security	Maximum number to be issued	Issue price	Terms of issue
Fully paid ordinary shares	25,000,000	A\$0.35 each	Fully paid ordinary shares ranking equally with existing fully paid ordinary Shares from the date of their issue.

If Shareholders pass the Resolution 2, the Company expects to issue and allot the Shares to the Investors under the Placement on or around Friday 24 February 2012 (and in any event will issue those Shares by Monday 21 May 2012, a date which is not more than three months from the date of the Meeting).

The gross funds raised from the issue of Shares to the Investors under the Placement (which will total approximately A\$8,750,000) will be applied by the Company for the purposes referred to above.

Further information about the Sarawak project is provided below under 'Additional Information'.

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass Resolution 2.

Directors' recommendation on Resolution 2

The Directors unanimously recommend to Shareholders that they vote in favour of Resolution 2.

To the extent that each holds or controls Shares and is permitted to vote, each Director currently intends to vote all Shares held or controlled by him/her in favour of Resolution 2.

Mr Low Ngee Tong, as Chairman of the Meeting, currently intends to vote all undirected proxies in favour of Resolution 2.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on:

- a) Resolution 1 by Boustead and any associate of Boustead; and
- b) Resolution 2 by the Investors and any associate of an Investor.

However, the Company need not disregard a vote:

- a) if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by a 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.

ADDITIONAL INFORMATION

The Company/Boustead strategic relationship

Boustead's global network stretches across Asia, Australia, Europe, Africa and the Americas. To date, Boustead has undertaken infrastructure-related projects in 79 countries globally. In 2008 and 2009, Boustead was recognised in the prestigious Forbes Asia "200 Best Under A Billion" as one of the Asia Pacific's 200 best publicly-listed corporations under US\$1 billion in revenue.

The strategic relationship between the Company and Boustead brings together Boustead's accumulated international experience in the development and commissioning of world-class engineering and infrastructure-related projects and the Company's future growth plans in the manganese industry, particularly the construction and operation of energy intensive ferro alloy manufacturing facilities in South-East Asia.

Given the strategic, operational and geographical synergies created through this relationship, the Company has granted Boustead the right to nominate a person to join the Company's Board and it is expected that Boustead will exercise this right shortly after completion of the Placement. Boustead's right shall continue for so long as the Company and Boustead are in a strategic and synergistic relationship.

Sarawak Project

The Sarawak project, 80% owned by the Company, represents the next major step in the Company's development as a world class lowest-quartile cost producer of ferro-alloys, notably ferro silicon and silico manganese.

The dynamic transformation of the global and Chinese export ferro alloy industry driven by the cost and availability of energy, the development and commissioning of the Bakun Hydroelectric Dam and Malaysia's Sarawak Corridor of Renewable Energy initiative represents an attractive opportunity for the Company to establish one of the world's lowest cost and strategically located greenfield ferro alloy plants with considerable competitive advantages.

The project's competitive advantages include, but are not limited to, access to 500MW of competitively priced long term hydroelectric power supply, coastal industrial land with direct access to a dedicated future port facility, geographical proximity to both captive and contracted raw materials and major Asian steel markets, tax incentives, lack of import and/or export duties as well as comprehensive purpose built industrial infrastructure.

The Board will continue to evaluate a range of equity and debt financing options with respect to the funding of the Sarawak project. The Company is targeting completion of its current fundraising requirements for the Sarawak project by the end of April 2012 with a focus on minimising dilution for existing Shareholders. The component parts of this fundraising exercise will be submitted to Shareholders for approval if required.

Background profile of Boustead Singapore Limited

Established in 1828, Boustead is a progressive global Infrastructure-Related Engineering Services and Geo-Spatial Technology Group listed on the Singapore Stock Exchange. Boustead's focus is on engineering and development of key infrastructure supporting economic growth in the public and private sectors of emerging markets.

Boustead's strong suite of Engineering Services comprise of: Energy-Related Engineering, Water & Wastewater Engineering and Real Estate Solutions.

Boustead's Geo-Spatial Technology arm provides professional services and exclusively distribute Esri geo-spatial technology – the world's leading geographic information systems and location intelligence solutions – to major markets across Australia and South East Asia.

Boustead's vast global network stretches across Asia, Australia, Europe, Africa and the Americas. To date, Boustead has undertaken infrastructure-related projects in 79 countries globally.

In 2008 and 2009, Boustead was recognised in the prestigious Forbes Asia 200 “Best Under a Billion” as one of the Asia Pacific's 200 best publicly-listed corporations under US\$1 billion in revenue. Boustead is also a component of the MSCI Global Small Cap Index for Singapore and the FTSE ST Small Cap Index.

GLOSSARY

“**A\$**”, “**AUD**”, “**dollar**” or “**\$**” means the currency of the Commonwealth of Australia;

“**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 except to the extent of any written waiver granted by ASX;

“**Board**” means the board of directors of the Company from time to time;

“**Boustead**” means Boustead Singapore Limited;

“**Bye-laws**” means the Company's Bye-laws, as amended from time to time;

“**Company**” or “**OMH**” means OM Holdings Limited ARBN 081 028 337;

“**Companies Act**” means the Companies Act 1981 of Bermuda (as amended from time to time);

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Directors**” means the directors of the Company;

“**Explanatory Statement**” means this explanatory statement, accompanying the Notice;

“**Investors**” means the institutional investors who have agreed, subject to Shareholder approval, to subscribe for an aggregate of 25,000,000 Shares under the Placement as described in this Explanatory Statement, being H.C. Beh; M.C. Lin and C.C.F. Lin; J.E. Teo; KCY Investments Limited; Marshall Limited; TH Investments Pte Ltd and Tovi Investments Pte Ltd;

“**Meeting**” means the Special General Meeting the subject of this Notice;

“**Notice**” means the Notice of the Special General Meeting accompanying the Explanatory Statement;

“**Placement**” means the placement of 50,000,000 Shares to Boustead and 25,000,000 Shares to the Investors at an issue price of A\$0.35 per Share, as described in this Explanatory Statement;

“**Resolution**” means a resolution contained in the Notice;

“**Share**” or “**Shares**” means a fully paid ordinary share/s in the capital of the Company;

“**Shareholder**” or “**Member**” means a holder of Shares in the Company; and

“**Special General Meeting**” or “**Meeting**” means the general meeting (or any adjournment thereof) to be held pursuant to the Notice.

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) Sunday 19 February 2012

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. 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 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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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 Special General Meeting of OM Holdings Limited to be held at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Tuesday, 21 February 2012 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	Approval of the issue of Shares to a related party - Placement to Boustead Singapore Limited	☐	☐	☐
Resolution 2	Approval of the issue of Shares - Placement to Investors	☐	☐	☐

In the event that any matter is properly brought before the Special 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

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Computershare +