

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

OM HOLDINGS LIMITED (Company)

ARBN

081 028 337

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | New fully paid ordinary shares in the Company (each a New Share). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Approximately 181,231,545 New Shares (subject to the effect of rounding) under a non-renounceable pro-rata entitlement offer of 3 New Shares for every 10 shares in the Company held on the record date (Record Date) as announced to ASX by the Company on 16 August 2012 (Entitlement Offer). |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The New Shares are fully paid ordinary shares. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.				
5 Issue price or consideration	A\$0.40 per New Share.				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The gross proceeds of the Entitlement Offer, expected to be up to approximately A\$72.5 million, will be used to partly finance development and construction activities at the Company's Sarawak Project (in which the Company has an 80% interest), to assist in the timely financial close of that project (which is expected to occur in the third quarter of the 2012 calendar year) and to pay the costs of the Entitlement Offer.				
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	It is expected that the despatch date for the New Shares to be issued under the Entitlement Offer will be 25 September 2012.				
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th data-bbox="686 1512 989 1556">Number</th><th data-bbox="989 1512 1283 1556">⁺Class</th></tr> <tr> <td data-bbox="686 1556 989 1680">785,336,695 (subject to the effect of rounding).</td><td data-bbox="989 1556 1283 1680">Fully paid ordinary shares.</td></tr> </table>	Number	⁺ Class	785,336,695 (subject to the effect of rounding).	Fully paid ordinary shares.
Number	⁺ Class				
785,336,695 (subject to the effect of rounding).	Fully paid ordinary shares.				

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		3,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2013.
		4,000,000	Unlisted options exercisable at A\$1.64 each expiring on 3 Sept 2012.
		4,000,000	Unlisted options exercisable at A\$1.755 each expiring on 3 Sept 2013.
		4,000,000	Unlisted options exercisable at A\$1.87 each expiring on 3 Sept 2014 (vest on 3 Sept 2012).
		2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2013.
		2,000,000	Unlisted options exercisable at A\$2.49 each expiring on 1 Jan 2015 (vest on 1 Jan 2013).
		25,000,000	Unsecured convertible notes, each convertible into an ordinary share in the Company at a conversion price of A\$0.80 per share (with the conversion price subject to adjustment upon the occurrence of certain events), and with a maturity date of 6 March 2016.

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the ⁺ securities will be offered	3 New Shares for each 10 existing shares held as at the Record Date.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares.
15	⁺ Record date to determine entitlements	5.00pm (Perth / Singapore time) on 24 August 2012.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest round number of New Shares.
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except for Australia, New Zealand and Singapore and such other jurisdictions into which the Company decides to make offers (which may include to certain institutional shareholders in Hong Kong, Japan, China and the United Kingdom (including England and Jersey)) under applicable exceptions from the requirement to issue a prospectus in those jurisdictions.
19	Closing date for receipt of acceptances or renunciations	It is expected that the closing date for acceptance of the New Shares to be issued under the Entitlement Offer will be 5.00pm (Perth / Singapore time) on 17 September 2012.

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	M. H. Carnegie & Co Pty Limited.
23	Fee or commission payable to the broker to the issue	A fixed management fee of A\$1 million.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	An Entitlement Offer booklet and personalised entitlement and acceptance form will be sent to eligible shareholders on 27 August 2012.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do +security holders sell their entitlements in full through a broker?	Not applicable.

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

31	How do +security holders sell part of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Despatch date	It is expected that the despatch date for the New Shares to be issued under the Entitlement Offer will be 25 September 2012.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

+ See chapter 19 for defined terms.

38	Number of securities for which +quotation is sought	Not applicable.					
39	Class of +securities for which quotation is sought	Not applicable.					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not applicable.					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Not applicable.					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left; padding: 2px;">Number</th> </tr> <tr> <td style="text-align: center; padding: 5px;">Not applicable.</td> </tr> </table>	Number	Not applicable.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left; padding: 2px;">+Class</th> </tr> <tr> <td style="text-align: center; padding: 5px;">Not applicable.</td> </tr> </table>	+Class	Not applicable.
Number							
Not applicable.							
+Class							
Not applicable.							

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.

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Appendix 3B
New issue announcement

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company secretary

Date: 16 August 2012

Print name: **Heng Siow Kwee/Julie Anne Wolseley**

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+ See chapter 19 for defined terms.