

OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 8

28 August 2012

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

OM Holdings Limited Entitlement Offer – Mailing of Offer Booklet and Entitlement and Acceptance Form completed

OM Holdings Limited (**Company** or **OMH**) advises that the entitlement offer booklet (**Offer Booklet**) and a personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) in connection with the non-renounceable pro-rata entitlement offer announced by the Company on 16 August 2012 (**Entitlement Offer**) has now been despatched to all Eligible Shareholders (as defined in the Offer Booklet). A copy of the Offer Booklet and a sample Entitlement and Acceptance Form was also given to ASX on 16 August 2012.

A letter to OMH's shareholders with a registered address outside of Australia, New Zealand and Singapore (other than to certain institutional shareholders registered in other jurisdictions) notifying them of the Entitlement Offer and their ineligibility to participate in it was also despatched today. A copy of that letter is attached.

Further information

If you have any questions in relation to any of the above matters, please contact the OMH Entitlement Offer Information Line on 1300 850 505 (within Australia) or + 61 3 9415 4000 (from outside Australia) from 9:00am to 5:00pm (Perth / Singapore time) Monday to Friday during the Entitlement Offer period. For other questions, you should consult your broker, accountant, financial adviser, taxation adviser or other independent professional adviser without delay.

Yours faithfully

OM HOLDINGS LIMITED



Heng Siow Kwee/Julie Wolseley
Company Secretary



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.

This announcement contains certain forward-looking statements. The words "anticipated", "expected", "projections", "forecast", "estimates", "could", "may", "target", "consider" and "will" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections, indications or guidance on future earnings or financial position and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. There can be no assurance that actual outcomes will not differ materially from these statements. To the full extent permitted by law, OMH and the Lead Manager and their respective directors, officers, employees, advisers, agents and intermediaries disclaim any obligation or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions.

An investment in OMH Shares is subject to investment and other known and unknown risks, some of which are beyond the control of OMH, including possible delays in repayment and loss of income and principal invested. OMH does not guarantee any particular rate of return or the performance of OMH nor does it guarantee the repayment of capital from OMH or any particular tax treatment. Persons should have regard to the risks outlined in the equity raising presentation accompanying this announcement and released to ASX on Thursday, 16 August 2012.

Any past performance information given in this announcement is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

*This announcement is not an offer or an invitation to acquire OMH shares or any other financial products in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation. This announcement is not a prospectus, product disclosure statement or other disclosure document under Australian law. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account of benefit of, any 'U.S. person' (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**Securities Act**)) (**U.S. Person**). OMH shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any U.S. Person without being so registered or pursuant to an exemption from registration.*

This announcement is not financial advice or a recommendation to acquire OMH shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as they deem necessary or appropriate to their jurisdiction. OMH is not licensed to provide financial product advice in respect of OMH shares. Cooling off rights do not apply to the acquisition of OMH shares.



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 110km 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 2,400km².

Bootu Creek’s manganese product is exclusively marketed by the OMH Group’s own trading division with a proportion of the product consumed by the OMH Group’s wholly-owned Qinzhou smelter located in south west China.

Through its Singapore based commodity trading activities, OMH has established itself as a significant manganese supplier to the Chinese market. Product from Bootu Creek has strengthened OMH’s position in this market.

OMH is a constituent of the S&P/ASX 300 a leading securities index.

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
 - 5% 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

(ARBN 081 028 337)



27 August 2012

Dear Shareholder

OM Holdings Limited Entitlement Offer – Notification to ineligible shareholders

On Thursday, 16 August 2012, OM Holdings Limited (**Company** or **OMH**) announced a 3 for 10 non-renounceable entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) to its existing eligible shareholders at A\$0.40 per New Share (**Offer Price**) to raise up to approximately A\$72.5 million (**Entitlement Offer**) before issue costs.

Gross proceeds from the Entitlement Offer 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 be completed in the second half of the 2012 calendar year) and to pay the costs of the Entitlement Offer.

The Entitlement Offer is being made by the Company without a disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) as modified by Australian Securities and Investments Commission Class Order 08/35 (**Corporations Act**).

Details of the Entitlement Offer

The Entitlement Offer is being made to eligible shareholders at the Offer Price on the basis of 3 New Shares for every 10 existing ordinary shares in the Company (**Shares**) held at 5.00pm (Perth / Singapore time) on 24 August 2012 (**Record Date**).

For further information in relation to the Entitlement Offer, please see the Company's announcements dated 16 August 2012 which were lodged on ASX and which have also been made available on the Company's website: www.omholdingsltd.com.

Eligibility Criteria

The restrictions upon eligibility under the Entitlement Offer are in place because of legal limitations of making or extending an offer of securities in some countries, the relatively small number of shareholders in those countries, the number and value of securities to which those shareholders would otherwise be entitled and the potential cost of complying with regulatory requirements in those countries.

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to make or extend the Entitlement Offer to shareholders in countries outside of Australia, New Zealand and Singapore (with certain exceptions that do not apply to you) under the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer.



The Entitlement Offer is only open to eligible shareholders. Eligible shareholders are those holders of Shares who:

1. are registered as a holder of Shares as at 5.00pm (Perth / Singapore time) on the Record Date;
2. either:
 - (a) have a registered address on the Company's share register in Australia, New Zealand (and where they have a registered address in New Zealand, continue to be a registered holder of Shares as at 9.00am (Perth / Singapore time) (the time that the Entitlement Offer opens) or Singapore;
 - (b) have a registered address in another jurisdiction referred to in the 'Foreign Selling Restrictions' section of the investor presentation released by the Company on 16 August 2012 in connection with the Entitlement Offer and it is lawful to make the Entitlement Offer to them without a prospectus, product disclosure statement or any lodgement, filing registration or qualification, in each case, under the securities laws of that jurisdiction;
3. are not in the United States and are not U.S. persons (as defined in the U.S. Securities Act of 1933 (**U.S. Securities Act**) (**U.S. Persons**)) and are not acting for the account or benefit of U.S. Persons; and
4. are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification.

Unfortunately, as you do not satisfy the eligibility criteria above, you will not be sent the Entitlement Offer booklet relating to the Entitlement Offer nor will you be able to subscribe for New Shares under the Entitlement Offer.

You are not required to do anything in response to this letter. This notice is to inform you of the Entitlement Offer. This notice is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

What will happen to my entitlement?

As the Entitlement Offer is non-renounceable (that is, entitlements cannot be assigned or transferred to any other person), you will not receive any payment or value for any entitlement in respect of New Shares that would have been offered to you if you were eligible to participate in the Entitlement Offer (even though your entitlement may be dealt with by the Company by way of a process determined by it).



Further information

If you have any questions in relation to the above matters, please contact the OMH Entitlement Offer Information Line between 9.00am and 5.00pm (Perth / Singapore time) Monday to Friday during the period from and including the date on which the Entitlement Offer opens until and including the date on which it closes (which is 5.00pm, Perth / Singapore time, on 17 September 2012) on 1300 850 505 (within Australia) or +61 3 9415 4000 (from outside Australia). Thank you for your continued interest in the Company.

Yours sincerely

OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley
Company Secretary



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