

**K&L GATES**

3 April 2013

By Facsimile Only: 1300 135 638

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Initial Notice of a Substantial Holding

We attach an initial notice of a substantial holder submitted by Marc Chan and his wholly owned entities, Amplewood Resources Ltd and Parfield International Ltd, in respect of their interest in OM Holdings Ltd.

Yours faithfully

K&L Gates



cc: OM Holdings Ltd
By Facsimile: +65 6342 2242
(08) 9481 0966

Initial Notice of a Substantial Holder

This form is the form prescribed by OM Holdings Limited for the purposes of Bye-law 52AAA.13 for the disclosure by a Substantial Holder of the Information required by Bye-law 52AAA.12 in accordance with Bye-law 52AAA.11.

To Company Name/Scheme OM Holdings Limited

ACN/ARSN ARBN 081 028 337

1. Details of Substantial Holder (1)

Name Marc Chan and his wholly owned entities, Amplewood Resources Limited and Parfield International Limited

Insert company number or other company identification (if applicable)

The holder became a substantial holder on 28/03/2013

2. Details of voting power that constitutes a Substantial Holding (2)

The total number of votes attached to all the voting shares in the Company that the Substantial Holder or an Associate (3) had a direct or indirect Relevant Interest (4) in on the date the Substantial Holder became a Substantial Holder are as follows:

Class of securities (5)	Number of securities	Person's votes (6)	Voting power (7)
Fully paid ordinary shares ("Shares")	57,564,035	57,564,035	8.55%

3. Details of relevant interests

The nature of the Relevant Interest the Substantial Holder or each of its Associates had in the following voting securities on the date the Substantial Holder became a Substantial Holder are as follows:

Holder of Relevant Interest	Nature of Relevant Interest (8)	Class and number of securities
Amplewood Resources Limited (Amplewood)	Registered holder of Shares purchased pursuant to an on market transaction on 28 March 2013 and has a Relevant Interest pursuant to clause 52AAA.1(15) of the Company's bye-laws.	50,707,400 Shares
Parfield International Limited (Parfield)	Registered holder of Shares and has a Relevant Interest pursuant to clause 52AAA.1(15) of the Company's bye-laws.	1,245,455 Shares
Marc Chan (Chan)	Relevant Interest as a registered holder of Shares and pursuant to clause 52AAA.1(15) of the Company's bye-laws in respect of Shares held by Parfield and Amplewood.	57,564,035 Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder (9)	Class and number of securities
Amplewood and Chan	Amplewood	Amplewood	50,707,400 Shares
Parfield and Chan	Parfield	Parfield	1,245,455 Shares
Chan	Chan	Chan	5,611,180 Shares

5. Consideration

The consideration paid for each Relevant Interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the Substantial Holder became a Substantial Holder is as follows:

Holder of Relevant Interest	Date of acquisition	Consideration (10)		Class and number of securities
		Cash	Non-cash	
Amplewood	28/03/2013	\$18,500,000 paid by Amplewood		50,000,000 Shares

6. Associates

The reasons the persons named in paragraph 3 above are Associates of the Substantial Holder are as follows:

Name and company number or other company identification (if applicable)	Nature of Association (11)
Amplewood and Parfield	Both Amplewood and Parfield are entities controlled by Chan and are associates by virtue of clause 52AAA.1(3)(a) of the bye-laws of the Company.

7. Addresses

The addresses of persons named in this form are as follows:

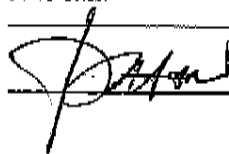
Name	Address
Amplewood	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Parfield	Drake Chambers, Road Town, Tortola, British Virgin Islands
Marc Chan	21E United Centre, Admiralty, Hong Kong

Signature

Print name Marc Chan

Capacity

Sign here



Date 3 April 2013

DIRECTIONS

- (1) You are required to insert the full company name or name of the individual who is the Substantial Holder (including as relevant the company number or similar company identification). The Substantial Holder must set out the date that it becomes a substantial holder.

You are a "Substantial Holder" if you have a Substantial Holding in the Company. See the definition of "Substantial Holding" in Bye-law 52AAA.1(21) of the Bye-laws of OMH. A copy of OMH's Bye-laws are available on the Company's website at www.omholdingsltd.com.

If there are a number of Substantial Holders with similar or related interests in the Company, the names of those persons can be included in an annexure to the form and that group may be referred to throughout the form as a specifically named group (provided that the names and addresses of members of the group are clearly set out in paragraph 7 of the form).
- (2) See the definition of "Substantial Holding" in Bye-law 52AAA.1(21) of the Bye-laws of OMH. A copy of OMH's Bye-laws is available on the Company's website at www.omholdingsltd.com
- (3) See the definition of "Associate" in Bye-law 52AAA.1(3) of the Bye-laws of OMH.
- (4) See the definition of "Relevant Interest" in Bye-law 52AAA.1(15) of the Bye-laws of OMH.
- (5) You are required to specify the class of securities to which the Substantial Holding relates. The voting shares of a company constitute one class unless divided into separate classes.
- (6) A Person's votes is the total number of votes attached to all the Shares in OMH the Substantial Holder or an Associate has a Relevant Interest in.
- (7) See the definition of "Voting Power" in Bye-law 52AAA.1(23) of the Bye-laws of OMH.
- (8) You must describe the nature of the Relevant Interest that the Substantial Holder or its Associates had. In accordance with the Bye-laws, you are required to include details of any relevant agreement through which either the Substantial Holder or its Associates would have a Relevant Interest in Shares in the Company. In accordance with the Bye-laws, this form must be accompanied by either:
 - (a) a copy of any document including the relevant agreement (endorsed with a statement that the copy is a true copy) that contributed to the situation giving rise to the Shareholder needing to provide the information and is in writing and readily available to the Substantial Holder or Shareholder; or
 - (b) a statement by the Substantial Holder or Shareholder giving full and accurate details of any contract, scheme or arrangement that contributed to the situation giving rise to the Shareholder needing to provide the information and is not both in writing and readily available to the Substantial Holder or Shareholder.

This requirement does not apply if the transaction giving rise to the Substantial Holder or Shareholder needing to provide the information takes place on the ASX.
- (9) If the Substantial Holder is unable to determine the identity of the Person (e.g. if the Relevant Interest arises because of an option), write "unknown".
- (10) The Company considers, for the purposes of Bye-law 52AAA.12(6), that details of the consideration paid for each Relevant Interest in the last 4 months prior to the day that the Substantial Holder became a Substantial Holder is relevant. The details of the consideration must include any and all benefits, money and other benefits that any Person from whom a Relevant Interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the Substantial Holder or its Associate in relation to the acquisitions, even if they are not paid directly to the Person from whom the Relevant Interest was acquired.
- (11) In providing details of the Association, you should refer to the definition of "Associate" in clause 52AAA.1(3) of the Bye-laws of OMH.
- (12) This form must be given to both the Company and ASX:
 - (a) within two business days (as that term is defined in the Bye-laws) after the Shareholder becomes aware of the circumstances giving rise to the need for disclosure under the Bye-laws (specified in Bye-laws 52AAA.11(1) and (2)); or
 - (b) by nine-thirty (9.30am) on the next trading day of the ASX after a Person become aware of that Person making a takeover bid for securities in the Company.