OM HOLDINGS LIMITED

(ARBN 081 028 337)

No. of Pages Lodged: 2 Covering pages
9 Notice of Annual General Meeting, Explanatory Statement and Proxy Form

19 April 2013

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

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

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

The Annual General Meeting has been convened to be held on Thursday, 16 May 2013 at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore commencing at 10.00am (Singapore time).

Yours faithfully
OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley
Company Secretary

#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

BACKGROUND INFORMATION ON 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 2,400km^2.

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:

- *11% 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*

- *4% shareholding in **Shaw River Resources Limited** (ASX Code: SRR), a company presently exploring for manganese in Namibia, Western Australia and Ghana*

OM HOLDINGS LIMITED

ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting
Thursday, 16 May 2013

Time of Meeting
10.00am (Singapore time)

Place of Meeting

OM Holdings Limited
#08 – 08, Parkway Parade
80 Marine Parade Road, 449269 Singapore

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 ADVISER PRIOR TO VOTING.

OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual 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, 449269 Singapore on Thursday, 16 May 2013 commencing at 10.00am (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.

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 2012;
(b) the statement of comprehensive income of the Company for the year ended 31 December 2012;
(c) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2012; and
(d) the reports of the Directors and Auditors 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 TAN PENG CHIN 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 Tan Peng Chin retires and, being eligible, offers himself for re-election, is re-elected a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF MR THOMAS TEO LIANG HUAT 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 Thomas Teo Liang Huat retires and, being eligible, offers himself for re-election, is re-elected a Director of the Company."

RESOLUTION 4 – 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 of the Company re-appoint Foo Kon Tan Grant Thornton as auditor of the Company with a remuneration to be determined by the Directors of the Company."

ITEMS OF OTHER BUSINESS:

To deal with any other business which may be brought forward in accordance with the Company's Bye-laws or the Companies Act 1981 of Bermuda.

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: 19 April 2013

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Members entitled to attend and vote at the Annual General Meeting shall be those Members recorded on the register of Members at 7.00pm (Singapore / Perth time) on **Tuesday, 14 May 2013**. Only those Members will be entitled to vote at the Annual General Meeting on **Thursday, 16 May 2013**.
- A Member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote at this Annual General 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. 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 form appointing the proxy (and the power of attorney or other authority, 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, 449269 Singapore 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 Annual General Meeting.
- 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 of the Company 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 2012 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the 2012 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 and the ASX Listing Rules, 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. Therefore, and in accordance with this retirement by rotation requirement, 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). The Directors longest in office since their last election are Mr Tan Peng Chin and Mr Thomas Teo Liang Huat, who were re-elected at the 2010 and 2011 annual general meetings, respectively.

Accordingly, both Mr Tan Peng Chin and Mr Thomas Teo Liang Huat, will retire by rotation at the end of the Meeting, however, each being eligible, offer themselves for re-election at the Meeting.

Mr Wong Yu Loon, who was appointed to the Board as a Non-Executive Director on 6 August 2012 (as a nominee Director for Boustead Singapore Limited), has given notice to the Board of his intention not to stand for re-election at the Annual General Meeting. Accordingly, and pursuant to Bye-law 87(2), Mr Wong will cease to be a Director at the conclusion of the Meeting.

Brief profiles of each director seeking re-election at the Meeting are set out below.

2. Resolution 2 – Re-election of Mr Tan Peng Chin as a Director

Pursuant to Bye-law 88 of the Company's Bye-laws, Mr Tan Peng Chin, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Tan is an Independent Non-Executive Director who also chairs the Remuneration Committee. Mr Tan receives no additional fees other than his Non-Executive Director's fees for his services to the Remuneration Committee.

Mr Tan Peng Chin, who resides in Singapore, was appointed as Non-Executive Director on 14 September 2007 and was subsequently re-elected at the 2010 annual general meeting. Mr Tan is the Managing Director of Tan Peng Chin LLC, a Singapore based law firm specialising in the areas of banking and finance, corporate and commercial law, conveyancing, employment law, intellectual property, technology, franchising and competition law.

Mr Tan holds current directorships on a number of companies in the Asia-Pacific region and his expertise greatly assists in the advancement of the Company's strategic pursuits.

Tan Peng Chin LLC does, on occasion, also provide legal services to both the Company and its Singapore based subsidiary OM Materials (S) Pte Ltd which are charged on an arm's length commercial basis. The value of such services provided to the Company and its subsidiary is not viewed as constituting a material supply arrangement in accordance with the ASX Corporate Governance Council's Principles and Recommendations.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. Resolution 3 – Re-election of Mr Thomas Teo Liang Huat as a Director

Pursuant to Bye-law 88 of the Company's Bye-laws, Mr Thomas Teo Liang Huat, being a 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 Teo is an Independent Non-Executive Director. Mr Teo is the Chairman of the Audit Committee. Mr Teo receives no additional fees other than his Non-Executive Director's fees for his services to the Audit Committee.

Mr Teo was appointed a Non-Executive Director on 17 July 2008 and was subsequently re-elected at the 2011 annual general meeting. Mr Teo is the Chief Financial Officer of GK Goh Holdings Limited, a Singapore Stock Exchange-listed company, which together with its subsidiaries are involved primarily with investment holdings and the provision of financial-related services. His executive responsibilities extend to the financial management and implementation of investment strategies. Prior to joining GK Goh Holdings, Mr Teo was a senior investment executive with a regional private equity group responsible for direct investment in companies in the Asia-Pacific region. Mr Teo started his career with Ernst & Young, Singapore and has had extensive experience in audit and corporate finance.

Mr Teo holds a Master of Business in Information Technology from the Royal Melbourne Institute of Technology, Victoria, Australia and a Degree of Accountancy from the National University of Singapore. He is also a Fellow of the Institute of Certified Public Accountants of Singapore.

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

4. Resolution 4 – Approval to Re-appointment of Auditor

The Company's current auditors, Foo Kon Tan Grant Thornton, Certified Public 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 of the Company in their absolute discretion determine the remuneration of the auditor.

The Board is satisfied that Foo Kon Tan Grant Thornton is independent of the Company and Foo Kon Tan Grant Thornton has not brought to the Board's attention any matters which would indicate that Foo Kon Tan Grant Thornton has contravened its auditor independence requirements in accordance with its statutory requirements and in contravention of any applicable code of professional conduct.

The audit fees paid/payable to Foo Kon Tan Grant Thornton for the year ended 31 December 2012 totalled A$138,600. During 2012 Foo Kon Tan Grant Thornton provided no other services to the Company other than audit services and also being the Investigating Accountants to the Company's successful non-renounceable entitlement offer for which it had been specifically mandated and earned fees of A$46,200.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

GLOSSARY

"**A$**" means the currency of the Commonwealth of Australia;

"**Annual General Meeting**" or "**Meeting**" means the general meeting 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 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**" means OM Holdings Limited ARBN 081 028 337;

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

"**Directors**" means the directors of the Company;

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

"**OMH Group**" means the Company and its subsidiaries;

"**Notice**" means the Notice of Annual General Meeting accompanying the 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; and

"**Shareholder**" or “**Member**” means a holder of Shares in the Company.

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 10.00am (Singapore / Perth Time) Tuesday, 14 May 2013

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 Annual General 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 must 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 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 Annual General 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 ➔

Update your securityholder information, 24 hours a day, 7 days a week:
www.investorcentre.com

View the Annual Report:
www.omholdingsltd.com

Your secure access information is:

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on **Greenhouse Friendly™** ENVI Laser Carbon Neutral Paper

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 IND

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 Annual General 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 Annual General Meeting of OM Holdings Limited to be held at #08-08, Parkway Parade, 80 Marine Parade Road, 449269 Singapore on Thursday, 16 May 2013 at 10.00am (Singapore time) 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	Financial Statements and Reports	☐	☐	☐
Resolution 2	Re-election of Mr Tan Peng Chin as a Director	☐	☐	☐
Resolution 3	Re-election of Mr Thomas Teo Liang Huat as a Director	☐	☐	☐
Resolution 4	Approval of Re-appointment of Auditor	☐	☐	☐

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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole director and sole company secretary	Director	Director/company secretary

Contact Name ______ **Contact Daytime Telephone** ______ **Date** / /

OMH 999999A

Computershare