

OM HOLDINGS LIMITED
(ARBN 081 028 337)
(Malaysian Registration No. 202002000012 (995782-P))
Incorporated in Bermuda



No. of Pages Lodged: 14

22 April 2022

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

Dear Sir/Madam

2022 ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

Please find attached the Company's 2022 Notice of Annual General Meeting and Explanatory Statement convening the meeting to be held at Quest Kings Park, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 20 May 2022 commencing at 10.00am (Perth WST/ Malaysia MYT).

Yours faithfully

OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley
Joint Company Secretary

Further enquiries please contact:

Ms Jenny Voon/ Ms Ng Ruiqi

T: +65 6346 5515

E: investor.relations@ommaterials.com

This ASX announcement was authorised for release by the Board of OM Holdings Limited.



OM HOLDINGS LIMITED
ARBN 081 028 337
Malaysian Registration No. 202002000012
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Friday, 20 May 2022

Time of Meeting
10.00am, (Perth WST/ Malaysia MYT)

Place of Meeting
Quest Kings Park, Level 1, 54 Kings Park Road, West Perth, Western Australia 6005

All resolutions to be considered at the Annual General Meeting (“AGM”) will be decided by a poll to be conducted at the AGM.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of AGM.

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 ADVISORS WITHOUT DELAY.

OM HOLDINGS LIMITED
ARBN 081 028 337
Malaysian Registration No. 202002000012
(Incorporated in Bermuda)

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**AGM**") of the Shareholders of OM Holdings Limited ARBN 081 028 337, Malaysian Registration No. 202002000012 ("**OMH**" or the "**Company**") will be held at Quest Kings Park, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 20 May 2022 commencing at 10.00am (Perth WST, Malaysia MYT) ("**Meeting**"), for the purpose of transacting the following business.

ITEMS OF BUSINESS:

An explanatory statement containing information in relation to the following Resolutions accompanies this Notice ("**Explanatory Statement**").

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 2021;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2021; and
- (c) the reports of the Directors and the report of the auditor of the Company ("**Auditor**") 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 and ASX Listing Rule 14.4, Mr Tan Peng Chin retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF MS JULIE ANNE WOLSELEY 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 and ASX Listing Rule 14.4, Ms Julie Anne Wolseley retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 4 – RE-ELECTION OF DATO' ABDUL HAMID BIN SH MOHAMED 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 87(2) and ASX Listing Rule 14.4, Dato' Abdul Hamid Bin Sh Mohamed retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 5 – RE-ELECTION OF MS TAN MING-LI 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 87(2) and ASX Listing Rule 14.4, Ms Tan Ming-li retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 6 – 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 re-appoint Foo Kon Tan LLP as Auditor with a remuneration to be determined by the Directors."

ITEMS OF OTHER BUSINESS:

To deal with any other business which may be brought forward at the Meeting in accordance with the Bye-laws or the Companies Act.

VOTING GUIDE

Shareholders may refer to the voting procedures detailed below provided by the Company's respective share registry on the lodgement of Proxy Forms and submission of votes.

Definitions

Certain abbreviations and other defined terms are used throughout this Notice and in the Explanatory Statement which accompanies this Notice. 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
JOINT COMPANY SECRETARY
Dated: 15 April 2022

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Shareholders entitled to attend and vote at the Annual General Meeting shall be those Shareholders recorded on the Company's Australian Share Register and Malaysian Share Register (in the form of Record of Depositors of the Central Depository System "CDS") as at 10.00am (Perth WST and Malaysia MYT) on **Friday, 13 May 2022**. Only those Shareholders will be entitled to participate and vote at the Annual General Meeting on **Friday, 20 May 2022**.
- As the transmission of Shares from the Australian Share Register to the Malaysian Share Register may require up to four (4) working days, the Company strongly recommends Shareholders not to submit any request for transfer between the Australian Share Register to the Malaysian Share Register or vice versa from 10 May 2022 to 13 May 2022 to ensure that Shareholders will be captured on one of the respective share registers.
- The Company welcomes the participation of Shareholders at the AGM. Shareholders are invited to lodge relevant questions in advance of the AGM by sending an email containing their question(s) to investor.relations@ommaterials.com by 5pm (Perth WST / Malaysia MYT) on Wednesday, 18 May 2022. It may not be possible to respond to all questions.
- All resolutions at the AGM will be decided on a poll. **Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the AGM. For Shareholders who are registered on the Malaysian Share Register, if you are unable to participate at the AGM, you are encouraged to lodge a Proxy Form appointing the Chairman to vote on your behalf.**
- The Chairman of the AGM intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the AGM may change his voting intention on any resolution, in which case an ASX announcement will be made.
- To be valid, the Proxy Form (and any power of attorney under which it is signed) must be received at the Australian share registrar, Computershare Investor Services Pty Limited (in the case of Shareholders registered on the Australian Share Register) or the Malaysian share registrar, Tricor Investor & Issuing House Services Sdn Bhd (in the case of Shareholders registered on the Malaysian Share Register) as outlined below by 10.00am (Perth WST / Malaysia MYT) on **Wednesday, 18 May 2022**. Any Proxy Form received after that time will not be valid for the scheduled AGM.
- The Company is committed to health and safety, including the health and safety of its Shareholders, employees and contractors. As a result of the COVID-19 pandemic, the AGM will be subject to restrictions applicable as at the date of the Meeting, including limiting the numbers of persons to the physical AGM, requiring proof of vaccination status or health checks before admission, and the use of masks and other hygiene measures. There is a risk that Shareholders planning to attend the physical AGM may not be admitted. It is a requirement of the physical meeting venue that only Shareholders who are double vaccinated will be allowed to attend the AGM. Please be advised that proof of double vaccination for all Shareholders attending in person will be required prior to entry to the AGM. Only Shareholders or proxy holders will be allowed to attend the AGM.
- No refreshments will be provided during the AGM.
- No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.
- Only Shareholders who are registered on the Malaysian Share Register will be able to attend the Meeting remotely via the Remote Participation and Voting ("RPV") facilities which will be made available by the Malaysian share registrar, Tricor Investor & Issuing House Services Sdn Bhd. Details with respect to registration are provided on page 4 "Voting guide for Shares held on the Malaysian Share Register and are able to be traded on Bursa Malaysia Securities Berhad".

VOTING GUIDE FOR SHARES HELD ON THE AUSTRALIAN SHARE REGISTER AND ARE ABLE TO BE TRADED ON ASX

Shareholders whose Shares are held on the Australian Share Register and are able to be traded on ASX are managed by the Company's share registrar, Computershare Investor Services Pty Limited. Shareholders may submit their votes via the following methods.

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia; or the Company at its office at 10 Eunus Road 8, Singapore Post Centre #09-03A, Singapore 408600
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

VOTING GUIDE FOR SHARES HELD ON THE MALAYSIAN SHARE REGISTER AND ARE ABLE TO BE TRADED ON BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”)

Shareholders whose Shares are held on the Malaysian Share Register and are able to be traded on Bursa Securities are managed by the Company's share registrar, Tricor Investor & Issuing House Services Sdn Bhd (“TIIH” or “Tricor”).

PROCEDURES FOR REMOTE PARTICIPATION AND VOTING (“RPV”)

Shareholders/proxies/corporate representatives who wish to participate in the AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE DAY OF AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the TIIH homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an email to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request to participate remotely	<ul style="list-style-type: none"> Registration is open from 10.00 am (Malaysia MYT) on Monday, 25 April 2022 until the day of the AGM, Friday, 20 May 2022. Shareholder(s) or proxy(ies) or corporate representative(s) are required to pre-register your attendance for the AGM to ascertain eligibility to participate in the AGM. Login with your user ID (i.e. email address) and password and select the corporate event: “(REGISTRATION) OMH AGM 2022”. Read and agree to the terms and conditions and confirm the declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register.

		<ul style="list-style-type: none"> An email will be sent to you to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 13 May 2022, the system will send an email to you on 19 May 2022 indicating whether your request has been approved or rejected. <p><i>(Note: Please allow sufficient time for the approval of being a new user of TIIH Online as well as verification of the registration for RPV so that you can login to TIIH Online and participate in the AGM remotely on the meeting day).</i></p>
ON THE DAY OF THE AGM (20 MAY 2022)		
(c)	Login to TIIH Online https://tiih.online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 9.00 am (Malaysia MYT) i.e. 1 hour before the commencement of the AGM on Friday, 20 May 2022 at 10.00 am (Malaysia MYT) <p><i>(Note: No meeting link will be provided to you. Shareholders or proxyholders who have submitted a request to participate remotely will be able to join the meeting as long as the verification of eligibility is passed.)</i></p>
(d)	Participate through live streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) OMH AGM 2022” to engage in the proceedings of the AGM remotely. If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the AGM.
(e)	Online remote voting	<ul style="list-style-type: none"> Voting session commences from 10.00 am (Malaysia MYT) on Friday, 20 May 2022 until a time when the Chairman announces the end of the voting session of the AGM. Select the corporate event: “(REMOTE VOTING) OMH AGM 2022” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the terms and conditions and confirm the declaration. Select the CDS account that represents your shareholding. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the AGM, the live streaming will end.

Note to users of the RPV:

- Should your request to participate in the AGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to **TIIH Online** on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use. You are advised to use desktop computer or laptop and not mobile devices.
- In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or email to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the AGM must ensure that the duly executed Proxy Form is deposited in hard copy form or by electronic means to Tricor no later than **Wednesday, 18 May 2022 at 10.00 am (Malaysia MYT)**.

The appointment of a proxy may be made in hard copy form or by electronic means in the following manner:

(i) **In hard copy form**

In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) **By electronic form**

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the guide below on the procedures for electronic lodgement of Proxy Form via TIIH Online.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Wednesday, 18 May 2022 at 10.00 am (Malaysia MYT)** to participate via RPV in the AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

PROCEDURE FOR ELECTRONIC LODGEMENT OF PROXY FORM BY SHAREHOLDERS ON MALAYSIAN SHARE REGISTER

i. <u>Steps for Individual Members</u>		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: "OMH AGM 2022 – Submission of Proxy Form".Read and agree to the terms and conditions and confirm the declaration.Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.Complete the personal particulars of the proxy that you wish to appoint.Indicate your voting instructions – FOR or AGAINST or ABSTAIN otherwise your proxy will decide your vote.Review and confirm your proxy(ies) appointment.Print Proxy Form for your record.

ii. Steps for Corporations or Institutional Members		
(a)	Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact Tricor if you need clarifications on the user registration).</i></p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to Tricor's TIIH Online website at https://tiih.online • Select the corporate event: "OMH AGM 2022 – Submission of Proxy Form". • Read and agree to the terms and conditions and confirm the declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the guidance note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

Only a depositor whose name appears on the ROD as at **13 May 2022** shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARDS OF DIRECTORS

Shareholders may submit questions for the Board in advance of the AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose and submit questions electronically no later than **Wednesday, 18 May 2022 at 10.00 am (Malaysia MYT)**. The Board will endeavor to answer the questions received at the AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 am to 5.30 pm (Malaysia MYT) (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact persons : Ms Christine Cheng : +603-2783 9265 / Email: Christine.Cheng@my.tricorglobal.com
Mr Ang Wai Meng : +603-2783 9281 / Email: Wai.Meng.Ang@my.tricorglobal.com
Ms Wong Pang Yi : +603-2783 9242 / Email: Pang.Yi.Wong@my.tricorglobal.com

OM HOLDINGS LIMITED

ARBN 081 028 337

Malaysian Registration No. 202002000012
(Incorporated in Bermuda)

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 relates. The Directors 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 2021 Financial Statements and Reports

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the Company's 2021 consolidated financial statements and reports are available on the Company's website at www.omholdingsltd.com.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

2. Resolutions 2, 3, 4 and 5 – Re-election of Mr Tan Peng Chin, Ms Julie Anne Wolseley Dato' Abdul Hamid Bin Sh Mohamed and Ms Tan Ming-li as Directors

2.1 Background to Resolutions 2, 3, 4 and 5

Under the Company's Bye-laws, 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 of the Company) being required to retire at least once every three years as required by the ASX Listing Rules. Therefore, and in accordance with this retirement by rotation requirement (noting that Bye-law 88(2) requires that any Director appointed in accordance with Bye-law 87(2) as an addition to the Board must not be taken into account when determining which particular Directors or the number of Directors that are to retire by rotation), 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 Annual General 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 who have been longest in office since their last election are Mr Tan Peng Chin and Ms Julie Anne Wolseley, who were both re-elected at the Company's 2020 Annual General Meeting.

Accordingly, Mr Tan Peng Chin and Ms Julie Anne Wolseley will retire by rotation at the end of the Meeting, and, each being eligible, offer themselves for re-election at the Meeting.

Bye-law 87(2) of the Company's Bye-laws provides that the Board may appoint a person to be a director either to fill a casual vacancy on the Board or as an addition to the existing Board. However, any person so appointed may only hold office as a director until the next annual general meeting of the Company and is then, upon retirement, is eligible for re-election at that meeting.

Accordingly, Dato' Abdul Hamid Bin Sh Mohamed and Ms Tan Ming-li will retire at the end of the Meeting, however, being eligible, offer themselves for re-election at the Meeting.

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

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

In accordance with Bye-law 88 and ASX Listing Rule 14.4, Mr Tan Peng Chin, being an independent 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 Tan also chairs the Company's Remuneration Committee. Mr Tan receives no additional fees for his services as chair of the Company's Remuneration Committee.

Mr Tan, who resides in Singapore, was appointed as a Non-Executive Director on 14 September 2007. Mr Tan was the founder, managing director and consultant of Tan Peng Chin LLC until he retired from the firm on 31

December 2015. Mr Tan was also a Notary Public and Commissioner for Oaths from 1995 to 2015. He was an Accredited Mediator with the Singapore Mediation Center.

Mr Tan's legal expertise includes corporate finance, banking, company and commercial laws, international trade, joint ventures and issues concerning shareholders and directors. In addition, Mr Tan has acted in numerous cross border transactions in the course of his legal career spanning more than 35 years. Mr Tan was also a member of the Institutional Review Board of the Singapore National Cancer Center from 2007 to 2014. He was instrumental in setting up Clarity Singapore Limited in 2010, a charity under the auspices of Caritas (the Catholic Church) to assist persons suffering from mental illnesses and was Chairman / Vice Chairman of the Board until his retirement from the Board in Oct 2021. Mr Tan has also volunteered with various charities including Christian Outreach for the Handicapped and the Roman Catholic Prison Ministry. He is also a director of Orchestra of Music Makers Ltd.

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.

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

2.3 Resolution 3 – Re-election of Ms Julie Anne Wolseley as a Director

In accordance with Bye-law 88 and ASX Listing Rule 14.4, Ms Julie Anne Wolseley, being a Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers herself for re-election as a Director of the Company.

Ms Wolseley has been the Joint Company Secretary of OMH since 2001 and was appointed as a Non-Executive Director on 24 February 2005. Ms Wolseley holds a Bachelor of Commerce degree and is a Chartered Accountant. She is the principal of a corporate advisory company and has over 29 years of experience as Company Secretary to a number of ASX-listed companies operating primarily in the resources sector.

Previously Ms Wolseley was an Audit Manager both in Australia and overseas for an international accounting firm. Her expertise includes corporate secretarial, management accounting, financial and management reporting in the mining industry, IPOs, capital raisings, cash flow modelling and corporate governance.

Ms Wolseley acts as the Company's Joint Company Secretary based in Australia. She is responsible for ASX and ASIC compliance and reporting, Board, shareholder and committee meetings and reporting, corporate governance, assisting with documentation and process management for corporate initiatives, co-ordinating shareholder reporting, share registry liaison and undertaking specific corporate requirements directed by the Executive Chairman and/or the senior executive team as required.

Ms Wolseley is also a member of the advisory council and finance committee to Aquinas College, an independent Catholic school for boys in Perth, Western Australia.

Ms Wolseley is a member of the Company's Audit and Remuneration Committees.

In her capacity as the Company's Joint Company Secretary the services provided by Ms Wolseley are charged on an arm's length commercial basis. The value of services provided to the Company is not viewed as being a material supplier in accordance with the ASX Corporate Governance Council's Principles and Recommendations.

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

2.4 Resolution 4 – Re-election of Dato' Abdul Hamid Bin Sh Mohamed as a Director

Dato' Abdul Hamid Bin Sh Mohamed, being an independent 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. Dato' Abdul Hamid Bin Sh Mohamed was appointed as an independent Non-Executive Director on 10 May 2021. In accordance with Bye-law 87(2) and ASX Listing Rule 14.4, the Board is seeking confirmation of Dato' Abdul Hamid Bin Sh Mohamed's appointment as an independent Non-Executive Director at this Meeting.

Dato' Abdul Hamid Bin Sh Mohamed is a Fellow of the Association of Chartered Certified Accountant. He started off his career in an accounting firm before joining Bumiputera Merchant Bankers Berhad, a merchant and investment bank, and subsequently Amanah Capital Malaysia Berhad.

He eventually joined the Kuala Lumpur Stock Exchange ("KLSE"), now known as Bursa Securities where he rose from Senior Vice President Strategic Planning & International Affairs, subsequently to Deputy President (Strategy and Development) and finally to the position of Chief Financial Officer. During his 5 years with KLSE, he led several major projects including the acquisition of Kuala Lumpur Options and Financial Futures Exchange, Commodity and Monetary Exchange of Malaysia and the subsequent merger of both exchanges to form the Malaysian Derivatives Exchange, as well as the acquisition of Malaysian Exchange of Securities Dealing and Automated Quotation. He also led KLSE's demutualisation exercise.

He holds directorships in various companies in Malaysia including Lembaga Tabung Haji (the National Pilgrims Fund Board), MMC Corporation Berhad (a listed company on Bursa Securities which was recently privatised), Maybank Investment Bank Berhad (a subsidiary and investment banking arm of Malayan Banking Berhad which is also listed on Bursa Securities), and Ekuiti Nasional Berhad (a Malaysian government-linked private equity company). He is currently the Executive Director of Symphony House Sdn Bhd, a privately owned investment holding company.

Other directorships outside Malaysia include Maybank Kim Eng Holdings Limited in Singapore and PT Maybank Sekuritas Indonesia where both companies are involved with dealings in securities.

Dato' Abdul Hamid Bin Sh Mohamed is a member of the Company's Audit Committee.

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

2.5 Resolution 5 – Re-election of Ms Tan Ming-li as a Director

Ms Tan Ming-li, being an independent Non-Executive Director of the Company, retires by way of rotation and, being eligible, offers herself for re-election as a Director of the Company. Ms Tan Ming-li was appointed as an independent Non-Executive Director on 10 May 2021. In accordance with Bye-law 87(2) and ASX Listing Rule 14.4, the Board is seeking confirmation of Ms Tan Ming-li's appointment as an independent Non-Executive Director at this Meeting.

Ms Tan Ming-li is currently a partner of the Malaysian legal firm, Chooi & Company + Cheang & Ariff. She graduated with a double degree in Law (Hons) and Science from the University of Melbourne. She was called to the Malaysian Bar in 1994 and has been in legal practice for over 26 years. Her areas of expertise include corporate and securities laws where she is involved in advising on capital market transactions, mergers and acquisitions, corporate restructuring and corporate finance related work.

She currently serves as an independent director for CapitaLand Malaysia Trust, BP Plastics Holding Berhad and Tune Protect Group Berhad (companies listed on Bursa Securities) and Tune Insurance Malaysia Berhad, a subsidiary of Tune Protect Group Berhad.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

3. Resolution 6 – Approval of Re-appointment of Auditor

The Company's current Auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, offer themselves for re-appointment. Bye-law 155 of the Company's Bye-laws requires the auditor to be appointed by Shareholders at the annual general meeting or at a subsequent special general meeting in each year. 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 may determine. It is recommended that the Directors, in their absolute discretion, determine the remuneration of the Auditor.

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

The audit fees and Reporting Accountant fees to Foo Kon Tan LLP for the year ended 31 December 2021 totalled A\$264,496. During 2021, Foo Kon Tan LLP was also appointed as the Reporting Accountants for the Company in relation to the Secondary Listing of the Company on the Main Market of Bursa Securities. Foo Kon Tan LLP provided no other services to the Company other than the services mentioned above.

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

GLOSSARY

"**A\$**" means the currency of the Commonwealth of Australia.

"**Annual General Meeting**" or "**Meeting**" means the 2022 annual general meeting of the Company 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.

"**ASIC**" means the Australian Securities and Investments Commission.

"**Australian Share Register**" means Shares able to be traded on the ASX and managed by the Australian share registrar, Computershare Investor Services Pty Limited (ABN 48 078 279 277).

"**Board**" means the board of directors of the Company from time to time.

"**Bursa Securities**" means Bursa Malaysia Securities Berhad, or the financial market operated by it, as the context requires.

"**Bye-laws**" means the Company's Bye-laws, as amended from time to time.

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

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

"**Malaysian Share Register**" means Shares able to be traded on Bursa Securities and managed by the Malaysian share registrar, Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H)).

"**Notice**" means the notice of annual general meeting of the Company which accompanies this Explanatory Statement.

"**Proxy Form**" means the proxy form accompanying the Notice.

"**Resolution**" means the resolution contained in the Notice.

"**Shareholder**" means a holder of Shares in the Company.

"**Shares**" means a fully paid ordinary share with a par value of A\$0.05 in the Company.

OM HOLDINGS LIMITED

ARBN 081 028 337

Malaysian Registration No. 202002000012
(Incorporated in Bermuda)



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ASX Code: OMH - Bursa Code: OMH (5298)