

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



No. of Pages Lodged: 13

18 April 2023

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

Dear Sir/Madam

2023 ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

Please find attached the Company's 2023 Notice of Annual General Meeting and Explanatory Statement convening the meeting to be held at Achieve, Level M3, VE Hotel & Residence, Bangsar South City, No.8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 18 May 2023 commencing at 10.00am (Perth WST, Malaysia MYT).

Yours faithfully

OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley
Joint Company Secretary

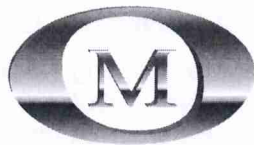
Further enquiries please contact:

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
Thursday, 18 May 2023

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

Place of Meeting
Achieve, Level M3, VE Hotel & Residence, Bangsar South City,
No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

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 2023 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 Achieve, Level M3, VE Hotel & Residence, Bangsar South City, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 18 May 2023 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 2022;
- (b) the consolidated financial statements of the Company and its controlled entities as at and for the year ended 31 December 2022; 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 ZAINUL ABIDIN BIN MOHAMED RASHEED 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 Zainul Abidin Bin Mohamed Rasheed retires and, being eligible for re-election, be re-elected as a Director."

RESOLUTION 3 – 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 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 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.

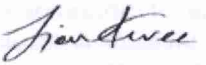
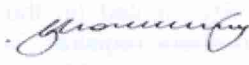
VOTING GUIDE

Shareholders may refer to the voting procedures detailed below provided by the Company's respective share registries 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: 05 April 2023

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 **Thursday, 11 May 2023**. Only those Shareholders will be entitled to participate and vote at the Annual General Meeting on **Thursday, 18 May 2023**.
- 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 8 May 2023 to 11 May 2023 to ensure for completeness 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 Tuesday, 16 May 2023. 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 attend 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/Bursa Securities 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 **Tuesday, 16 May 2023**. 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. In view of the ongoing COVID-19 situation, the following steps will be taken for Shareholders, proxies and others who will be attending the AGM in order to minimise the risks of spreading the COVID-19 virus:
 1. Any person who will have travelled overseas in the 14 days prior to the AGM or has been in contact with a suspected or confirmed COVID-19 patient in the 14 days prior to the AGM, is strongly advised not to attend the AGM.
 2. Any person with a body temperature above 37.5 degrees Celsius and/or who exhibits flu-like symptoms will not be allowed to attend the AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the AGM.
 3. All persons must practice proper hygiene including the use of hand sanitizer and must wear a face mask before entering the meeting venue.
 4. In view of the ongoing COVID-19 outbreak, physical attendance at the AGM may present a risk to Shareholders/proxies. As such, Shareholders/proxies are strongly encouraged to appoint the Chairman of the AGM as their proxy to attend and vote at the AGM on their behalf, or submit their Proxy Form with predetermined voting instructions for the Chairman of the AGM to represent them.
 5. Only Shareholders or proxy holders will be allowed to attend the AGM.
- Light refreshments (coffee and tea) will be provided at the AGM.
- There will be no distribution of door gifts for this AGM.
- No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

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 Eunos 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").

PRE-REGISTRATION PROCEDURES

Shareholders/proxies/corporate representatives who wish to attend and vote at the AGM are to follow the 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"> Access TIIH online 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 Pre-Registration for OM Holdings Limited AGM 2023 is available for registration at TIIH Online.
(b)	Pre-register to attend the AGM	<ul style="list-style-type: none"> Registration is open from 10.00 am (Malaysia MYT) on Tuesday, 18 April 2023 until 10.00 am on Tuesday, 16 May 2023. Login with your user ID (i.e. email address) and password and select the corporate event: "(REGISTRATION) OMH AGM 2023". Read and agree to the Terms & Conditions and confirm the Declaration. Insert the CDS account number and indicate the number of shares. Submit to register your physical attendance. An email will be sent to you to notify that your registration is received and will be verified. The system will send an email to notify you that your registration to attend the AGM physically is

		<p>received and will be verified.</p> <ul style="list-style-type: none"> After verification of your registration against the Annual General Meeting Record of Depositors as at 11 May 2023, the system will send you an email after 16 May 2023 indicating whether your registration for the AGM has been approved or rejected.
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APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to attend 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 **Tuesday, 16 May 2023 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 **Tuesday, 16 May 2023 at 10.00 am (Malaysia MYT)** to attend 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"> Access TIIH online 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. 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. 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 username (i.e. email address) and password. Select the corporate event: "OMH AGM 2023 – Submission of Proxy Form". Read and agree to the terms and conditions and confirm the declaration.

		<ul style="list-style-type: none"> • 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 a User with Tricor's TIH Online website	<ul style="list-style-type: none"> • Access TIH 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. <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>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to Tricor's TIH Online website at https://tiih.online • Select the corporate event: "OMH AGM 2023 – 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 **11 May 2023** 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 TIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose and submit questions electronically no later than **Tuesday, 16 May 2023 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 Wong Pang Yi : +603-2783 9242 / Email: Pang.Yi.Wong@my.tricorglobal.com
 Mr Ludwig Wong : +603-2783 9244 / Email: Ludwig.Wong@my.tricorglobal.com
 Ms Stephanie Wee: +603-2783 9265 / Email: Stephanie.We@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 2022 Financial Statements and Reports**

Resolution 1 addresses an item of regular business and is self-explanatory. A copy of the Company's 2022 consolidated financial statements and reports are available on the Company's website at www.omholdingsltd.com.

During this item of business, Shareholders will be given a reasonable opportunity to ask questions and make comments about the reports, and the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, questions in relation to the conduct of the audit (including the independence of the Auditor), the preparation and content of the Auditor's Report and the accounting policies adopted by the Company.

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

2. **Resolutions 2 and 3, – Re-election of Mr Zainul Abidin Bin Mohamed Rasheed and Mr Tan Peng Chin as Directors**

2.1 **Background to Resolutions 2, and 3**

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). Mr Tan Peng Chin, who was re-elected at the Company's 2022 Annual General Meeting, has agreed to retire by rotation. The other Director who has been longest in office since their last election is Mr Zainul Abidin Bin Mohamed Rasheed, who was re-elected at the Company's 2021 Annual General Meeting.

Accordingly, Mr Zainul Abidin Bin Mohamed Rasheed and Mr Tan Peng Chin will retire by rotation at the end of the Meeting, and, each 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 Zainul Abidin Bin Mohamed Rasheed as a Director**

In accordance with Bye-law 88 and ASX Listing Rule 14.4, Mr Zainul Abidin Bin Mohamed Rasheed, 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 Zainul's non-executive Director's fees are disclosed in the 2022 Annual Report.

Mr Zainul Abidin graduated with a Bachelor of Arts (Honours) in Economics and Malay Studies from the University of Singapore. Mr Zainul was a Member of Parliament (from 1997-2011) and served as the Senior

Minister of the State for the Ministry of Foreign Affairs of the Government of Singapore, a position he held since 2006. Prior to serving in government service, Mr Zainul had an illustrious career in journalism which included the positions of Editor of Berita Harian, The Singapore Business, The Sunday Times and Associate Editor of The Straits Times.

Mr Zainul currently serves as the Ambassador to Kuwait (Non-Resident) and was formerly the Foreign Minister's Special Envoy to the Middle East. Mr Zainul also used to serve as a Corporate Adviser to Singapore's Temasek International Pte Ltd, and is now a member of the Temasek Foundation Cares Board of Directors. He is a member of the Nanyang Technological University Board of Trustees and Board of Directors of Mediacorp.

Mr Zainul served numerous government agencies, councils and civic organizations including Executive Secretary of the Singapore Port Workers' Union, a member of the Board of Directors of the Port of Singapore Authority, President of the Singapore Islamic Religious Council, Chairman of the Malay Heritage Foundation, Chief Executive Officer of the Council for the Development of the Malay/Muslim Community (MENDAKI), the Council for Security Co-operation in the Asia Pacific, the National University of Singapore Council as well as being the Patron of the Singapore Rugby Union and Adviser to the Hockey Federation

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

2.3 Resolution 3 – 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's non-executive Director's fees are disclosed in the 2022 Annual Report.

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 October 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 3.

3. Resolution 4 – 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 2022 totalled US\$135,988. 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 4.

GLOSSARY

"**Annual General Meeting**" or "**Meeting**" means the 2023 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.

"**US\$**" means the currency of the United States of America.

OM HOLDINGS LIMITED

ARBN 081 028 337

Malaysian Registration No. 202002000012
(Incorporated in Bermuda)



Singapore Office:

10 Eunos Road 8 Singapore Post Centre
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Email address: om@ommaterials.com
Website: www.omholdingsltd.com

Malaysian Registered Office:
Unit 30-01, Level 30, Tower A
Vertical Business Suite Avenue 3
Bangsar South, No.8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

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

