



OM HOLDINGS LIMITED
ARBN 081 028 337

NOTICE OF SPECIAL GENERAL MEETING
EXPLANATORY STATEMENT
AND
PROXY FORM

Date of Meeting
Friday 21 September 2018

Time of Meeting
11am, (Singapore time)

Place of Meeting
OM Holdings Limited
#08-08, Parkway Parade,
80 Marine Parade Road, Singapore

THIS NOTICE OF SPECIAL 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

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting of the shareholders of OM Holdings Limited ARBN 081 028 337 ("**Company**") will be held at the at the Company's Singapore Head Office at #08-08, Parkway Parade, 80 Marine Parade Road, Singapore on Friday, 21 September 2018 commencing at 11am (Singapore time) ("**Meeting**"), 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 ("**Explanatory Statement**").

RESOLUTION 1 – AMENDMENT OF BYE-LAWS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

"That, in accordance with Bye-law 168, the existing Bye-laws of the Company be amended, with effect from the close of the Meeting, as described in the Explanatory Statement. The amendments are set out in the marked-up copy of the Bye-laws that will be tabled at the Meeting and signed by the Chairman of the Meeting for the purposes of identification."

RESOLUTION 2 – DECLARATION OF DIVIDEND

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, subject to, and conditional on, the passing of Resolution 1 and for the purposes of Bye-law 138, a dividend of A\$0.03 per fully paid ordinary share in the capital of the Company be and is hereby declared and in accordance with the Explanatory Statement."

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.

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

COMPANY SECRETARY

Dated: 24 August 2018

NOTES

- In accordance with Bye-law 47, it has been determined by the Board that the Shareholders entitled to attend and vote at the Special General Meeting shall be those Shareholders recorded on the Company's register of members at 7.00pm (Singapore time) on **Tuesday, 18 September 2018**. Only those Shareholders will be entitled to vote at the Special General Meeting on **Friday, 21 September 2018**.
- A Shareholder entitled to attend and vote at the Special General Meeting may appoint not more than two proxies to attend and vote at the Special General Meeting.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- A proxy may, but need not, be a Shareholder of the Company.
- The proxy form must be signed by the Shareholder or their attorney duly authorised. Proxies given by a corporation must be signed either under seal or under the hand of an officer, their attorney or other person duly authorised.
- To be valid, the proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11am (Singapore time) on Wednesday, 19 September 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

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 head office at #08 – 08, Parkway Parade, 80 Marine Parade Road, 449269 Singapore

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on the proxy form and follow the prompts

Custodian voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit the voting intentions

- 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 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 amendments to Bye-laws

1.1 General

Resolution 1 seeks approval from Shareholders to amend the existing Bye-laws of the Company. The material changes which are proposed to be made to the Bye-laws are to:

- (a) **Treasury shares:** enable the Company to acquire its own Shares to be held as treasury shares in accordance with the relevant provisions of the Companies Act.
- (b) **Preference shares:** set out the rights attaching to, and the process which must be followed, in the event that preference shares are issued by the Company. There is no current intention by the Board to issue preference shares.
- (c) **Forfeiture of Shares:** describe what happens in the event that Shares are forfeited and there remains any residue after satisfaction of unpaid calls. There is no current intention by the Board to forfeit any Shares as all Shares currently on issue are fully paid ordinary shares.
- (d) **Notice of general meetings:** provide further detail as to the information that should be included in a notice of general meeting and to provide the ability for the Secretary to postpone a general meeting.
- (e) **Resignation or retirement:** provide that Directors must resign or retire from the Board if required to do so by the rules of the securities exchange on which the Company is listed and to clarify when retirement of a Director will take effect.
- (f) **Managing director:** provide provisions which relate to the powers and duties of the managing director of the Company.
- (g) **Accounting records:** describe the process which must be followed with respect to the keeping and maintaining of financial and accounting records of the Company.
- (h) **Written resolution of Shareholders:** clarify the provisions which are to apply in the event that a written resolution is passed by Shareholders.
- (i) **Dividends and distributions:** align the solvency test set out in the Bye-laws with the current statutory requirements of section 54 of the Companies Act, as amended by the Companies Amendment (No. 2) Act 2011 of Bermuda (which came into operation on 18 December 2011).

In addition, the Company is also proposing to take this opportunity to clarify certain provisions of the Bye-laws and to remove certain redundant provisions in the Bye-laws, as well as to correct certain clerical or typographical errors. There are also other proposed minor and consequential amendments to the Bye-laws.

1.2 Approval requirements

In accordance with Bye-law 168, amendments to the Bye-laws require the approval of Shareholders by way of the passing of a special resolution (being a resolution approved by 75% or more of the votes cast by Shareholders voting on the resolution), in addition to the approval of the Directors. The Directors have approved the proposed amendments to the Bye-laws by resolution passed at a meeting of the Board held on 23 August 2018.

A copy of the Company's existing Bye-laws, and a version of the Bye-laws with the proposed modifications marked-up, are also available on the Company's website at: http://www.omholdingsltd.com/corp_share.htm or copies can be obtained by contacting the Company by telephone on + 65 6346 5515 or email: om@ommaterials.com. A copy of the Bye-laws incorporating the proposed modifications will also be available at the Meeting. Shareholders are referred to the complete set of amendments being proposed to the Bye-laws as shown marked-up therein, for full details of the proposed amendments.

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

2. Resolution 2 – Declaration of dividend

2.1 General

Resolution 2 proposes that Shareholders approve the declaration of a dividend by the Company for the amount of A\$0.03 cents per Share (**Dividend**).

NOTE: Resolution 2 is conditional on the passing of Resolution 1 by Shareholders. Accordingly, even if Resolution 2 is passed by Shareholders, Resolution 2 will have no effect (and the Dividend will not be declared by the Company) unless Resolution 1 is also passed by Shareholders.

2.2 Approval requirements

Bye-law 138 requires that Shareholders approve the declaration of a dividend in general meeting. Such dividend must not be in excess of the amount recommended by the Board.

At a meeting of the Board held on 23 August 2018, the Directors resolved that Shareholders be requested to approve the declaration of a Dividend in the amount of A\$0.03 per Share.

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

If Shareholders approve Resolution 1 and Resolution 2 the proposed timetable for the record date and payment date of the Dividend is as follows:

Event	Date
Shareholders approve the Dividend	Friday 21 September 2018
Record date for the Dividend	Friday 5 October 2018
Payment date of the Dividend	Friday 26 October 2018

GLOSSARY

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

"**Special General Meeting**" or "**Meeting**" means the special 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.

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

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

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

"**Company**" means OM Holdings Limited ARBN 081 028 337.

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

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

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

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

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

"**Shareholder**" 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

OMH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



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

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



For your vote to be effective it must be received by 11:00am (Singapore time) Wednesday, 19 September 2018

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 or abstain as they choose (to the extent permitted by law). 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 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 may 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 for Postal Forms

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 (pursuant to section 204A of the Corporations Act 2001) 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 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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.



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Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of OM Holdings Limited hereby appoint

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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 Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Special General Meeting of OM Holdings Limited to be held at #08 - 08, Parkway Parade, 80 Marine Road, Singapore on Friday, 21 September 2018 at 11:00am (Singapore time) and at any adjournment or postponement 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.

Special Resolution 1 Amendment of Bye-Laws

Ordinary Resolution 2 Declaration of Dividend

For	Against	Abstain
☐	☐	☐
☐	☐	☐

In the event that any matter is properly brought before the Special 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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /

OMH

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