OM HOLDINGS LIMITED

(ARBN 081 028 337)



No. of Pages Lodged: 11

14 June 2013

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

Dear Sir/Madam

Notice under section 708A(5)(e) of the Corporations Act

This notice is given by OM Holdings Limited ARBN 081 028 337 (**Company**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company has today issued a total of 60,000,000 fully paid ordinary shares (**Shares**) to two strategic investors under the Company's available placement capacity.

For the purposes of section 708A(6) of the Corporations Act, the Company advises that:

- (a) the Shares were issued to investors without disclosure under Part 6D.2 of the Corporations Act; and
- (b) this notice is being given under section 708A(5)(e) of the Corporations Act; and
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act; and
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act.

An Appendix 3B in relation to the issue of Shares noted above is attached.

Yours faithfully

Sendine

OM HOLDINGS LIMITED

Heng Siow Kwee/Julie Wolseley

Company Secretary



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 2,400km².

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

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

	nation or documents not available now m nents given to ASX become ASX's propert	oust be given to ASX as soon as available. Information and y and may be made public.
Introduc 04/03/13		8, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12,
Name	of entity	
OM l	Holdings Limited (Company)	
ARBN		
081 0	28 337	
Part	the entity) give ASX the following 1 - All issues ust complete the relevant sections (attack)	
1	*Class of *securities issued or to be issued	Fully paid ordinary shares in the Company (each, a Share).
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	60,000,000 Shares.
3	Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for	Fully paid ordinary.

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⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.
5	Issue price or consideration	A\$0.40 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	 Gross proceeds from the issue of the Shares noted above will be used to: provide the Company with a buffer against any unanticipated equity funded capital costs associated with the execution of the Company's ferro alloy smelting project in Sarawak, Malaysia; complete the Company's mining fleet purchase and refurbishment activities; as well as support general working capital funding requirements, and pay the costs of the issue.
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	N/A.

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6c	Number of *securities issued without security holder approval under rule 7.1	N/A.	
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A.	
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A.	
6f	Number of *securities issued under an exception in rule 7.2	N/A.	
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A.	
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A.	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements		
7	*Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 June 2013.	
		Number	+Class
		INUITIDET	Ciass

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⁺ See chapter 19 for defined terms.

8 Number and *class of all *securities quoted on ASX (including the *securities in section 2 if applicable)

733,423,337	Fully paid ordinary (ASX: OMH).

9 Number and *class of all *securities not quoted on ASX (*including* the *securities in section 2 if applicable)

Number	+Class
4,000,000	Unquoted options
	exercisable at
	A\$1.755 each
	(expiring on 3
	September 2013).
4,000,000	Unquoted options
	exercisable at A\$1.87
	each (expiring on 3
	September 2014).
2,000,000	Unquoted options
	exercisable at A\$2.49
	each (expiring on 1
	January 2015).
25,000,000	Unsecured
	convertible notes,
	each convertible into
	an ordinary share in
	the Company at a
	conversion price of
	\$Ao.8o per note
	(with the conversion
	price subject to
	adjustment upon the
	occurrence of certain
	events), and with a maturity date of 6
	March 2016.
	ivial CII 2010.

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change.

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⁺ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A.
12	Is the issue renounceable or non-renounceable?	N/A.
13	Ratio in which the *securities will be offered	N/A.
14	*Class of *securities to which the offer relates	N/A.
15	*Record date to determine entitlements	N/A.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A.
17	Policy for deciding entitlements in relation to fractions	N/A.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A.
19	Closing date for receipt of acceptances or renunciations	N/A.
20	Names of any underwriters	N/A.
21	Amount of any underwriting fee or commission	N/A.
22	Names of any brokers to the issue	N/A.

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⁺ See chapter 19 for defined terms.

Appendix 3B New issue announcement

23	Fee or commission payable to the broker to the issue	N/A.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A.
28	Date rights trading will begin (if applicable)	N/A.
29	Date rights trading will end (if applicable)	N/A.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A.
33	*Issue date	N/A.

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⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities You need only complete this section if you are applying for quotation of securities Type of *securities 34 (tick one) (a) +Securities described in Part 1 (b) All other +securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities Entities that have ticked box 34(a) Additional securities forming a new class of securities

Tick to indicate you are providing the information or

ocum	cites	
35		If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36		If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37		A copy of any trust deed for the additional *securities

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⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)			
38	Number of *securities for which *quotation is sought		
39	*Class of *securities for which quotation is sought		
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another *security, clearly identify that other *security)		
42	Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in clause 38)	Number	+Class

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⁺ See chapter 19 for defined terms.

Quotation agreement

- [†]Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the *securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 14 June 2013

(Director/Company secretary)

Print name: Heng Siow Kwee/Julie Anne Wolseley.

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