

**NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF OM HOLDINGS LIMITED (“OMH” OR THE “COMPANY”) DATED 11 JUNE 2021 (“ELECTRONIC PROSPECTUS”)**

*(Unless otherwise indicated, specified or defined in this notice, the definitions in the Prospectus shall apply throughout this notice)*

**Website**

The Electronic Prospectus can be viewed or downloaded from Bursa Malaysia Securities Berhad’s (“Bursa Securities”) website at [www.bursamalaysia.com](http://www.bursamalaysia.com) (“Website”).

**Availability and Location of Paper/Printed Prospectus**

Any person in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from the Company’s Malaysian Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd or UOB Kay Hian Securities (M) Sdn Bhd (“UOBKH”).

**Jurisdictional Disclaimer**

The distribution of the Electronic Prospectus and the trading of OMH shares are subject to Malaysian law. Bursa Securities, UOBKH, the Promoter and the Company take no responsibility for the distribution of the Electronic Prospectus outside Malaysia, which may be restricted by law in other jurisdictions. The Electronic Prospectus does not constitute and may not be used for the purpose of an offer to sell or an invitation of an offer to buy any OMH shares, to any person outside Malaysia or in any jurisdiction in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

***The Electronic Prospectus is issued for information purposes only. No offer for subscription or purchase of, or invitation to subscribe for or purchase of securities is or will be made on the basis of the Electronic Prospectus.***

**Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted**

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users’ access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained in the Website.

The contents of the Electronic Prospectus are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.





**OM HOLDINGS LIMITED**  
(incorporated in Bermuda) A.R.B.N 081 028 337



OM HOLDINGS LIMITED

PROSPECTUS

**PROSPECTUS**



**OM HOLDINGS LIMITED**

(Incorporated as an exempted company in Bermuda under the Companies Act 1981 of Bermuda)  
(Bermuda Company No.: EC 24140)  
(Registered as a foreign company in Australia under the Corporations Act, 2001 (Cth))  
(Australian Registered Body Number: 081 028 337)  
(Listed on the Australian Securities Exchange) (ASX Code: OMH)  
(Registered as a foreign company in Malaysia under the Companies Act 2016)  
(Malaysia Foreign Company Registration No.: 202002000012 (995782-P))

**SECONDARY LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF OM HOLDINGS LIMITED (“OMH” OR “COMPANY”) (“OMH SHARE(S)” OR “SHARE(S)”) ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) BY WAY OF INTRODUCTION (“SECONDARY LISTING”)**

Principal Adviser  
**UOB KayHian**

UOB KAY HIAN SECURITIES (M) SDN BHD  
(Registration No.: 199001003423 (194990-K))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

THIS PROSPECTUS IS ISSUED IN CONNECTION WITH THE SECONDARY LISTING. THERE IS NO OFFERING OF ANY OF THE SHARES IN CONNECTION WITH THE SECONDARY LISTING IN MALAYSIA OR ELSEWHERE AND RECIPIENTS OF THE PROSPECTUS AND ALL PROSPECTIVE INVESTORS IN THE SHARES SHOULD NOT TAKE THE SECONDARY LISTING OR THIS PROSPECTUS TO BE AN OFFER OF, OR AN INVITATION TO PURCHASE, ANY SHARES. NO SHARES SHALL BE ISSUED OR ALLOCATED ON THE BASIS OF THIS PROSPECTUS. NO OFFERING OF NEW SECURITIES IN THE FUTURE SHALL BE ISSUED OR ALLOCATED ON THE BASIS OF THIS PROSPECTUS.

OUR SHARES ARE AND WILL CONTINUE TO BE LISTED AND TRADED IN AUSTRALIAN DOLLARS ON THE AUSTRALIAN SECURITIES EXCHANGE (“ASX”), AND WE WILL MAINTAIN OUR PRIMARY LISTING ON THE ASX. UPON ADMISSION TO THE OFFICIAL LIST OF THE BURSA SECURITIES AND OUR SECONDARY LISTING ON THE MAIN MARKET OF BURSA SECURITIES, OUR SHARES WILL BE QUOTED AND TRADED IN RINGGIT MALAYSIA. ACCORDINGLY, OMH IS SUBJECT TO, AND WILL COMPLY WITH, ASX LISTING RULES (AS DEFINED HEREIN. PURSUANT TO THE LISTING REQUIREMENTS (AS DEFINED HEREIN) OF BURSA SECURITIES, OMH WILL RELEASE ALL INFORMATION AND DOCUMENTS IN ENGLISH TO BURSA SECURITIES AT THE SAME TIME AS THEY RELEASE TO THE ASX, INFORM BURSA SECURITIES OF ANY ISSUE OF ADDITIONAL SHARES AND THE DECISION OF ASX AS TO THEIR LISTING ON ASX, AND COMPLY WITH SUCH OTHER LISTING REQUIREMENTS AS MAY BE APPLIED BY BURSA SECURITIES FROM TIME TO TIME.

THE SECURITIES COMMISSION MALAYSIA (“SC”) HAS APPROVED THE SECONDARY LISTING UNDER SECTION 214(1) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.

THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC. THE APPROVAL OF THE SECONDARY LISTING, AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR SECONDARY LISTING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED, OR REPORT CONTAINED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OMH AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 26.

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED 11 JUNE 2021



## RESPONSIBILITY STATEMENTS

The Promoter and directors of OMH (“**Directors**”) have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

UOB Kay Hian Securities (M) Sdn Bhd, being the principal adviser to OMH in relation to our Secondary Listing (“**Principal Adviser**”), acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our Secondary Listing.

## STATEMENTS OF DISCLAIMER

Our Company has obtained the approval of Bursa Securities for our admission to the Official List of Bursa Securities and our Secondary Listing on the Main Market of Bursa Securities. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of our Secondary Listing, our Company or OMH Shares.

This Prospectus has also been lodged with the Registrar of Companies, Malaysia who takes no responsibility for its contents.

## OTHER STATEMENTS

Investors should note that they may seek recourse under Sections 248, 249 and 357 of the Capital Markets and Services Act, 2007 (“**CMSA**”) for breaches of securities laws including any statement in this Prospectus that is false, misleading, or from which there is a material omission, or for any misleading or deceptive act in relation to this Prospectus or the conduct of any other person in relation to our Company.

OMH Shares are offered to the public on the premise of full and accurate disclosure of all material information concerning our Secondary Listing, for which any person set out in Section 236 of the CMSA, is responsible.

This Prospectus has been prepared in the context of our Secondary Listing under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

This Prospectus is published solely in connection with our Secondary Listing. Our Company, the Promoter and the Principal Adviser have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, the Promoter and the Principal Adviser or any of their respective directors, or any other persons involved in our Secondary Listing.

The distribution of this Prospectus and our Secondary Listing are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia. Our Company and the Principal Adviser have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia. No action has been taken to permit any offering of OMH Shares based on this Prospectus in any jurisdiction, including Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of OMH Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus in certain other jurisdictions may be restricted by law. Any persons who may be in possession of this Prospectus are required to inform themselves and to observe such restrictions.

## ELECTRONIC PROSPECTUS

**This Prospectus can be viewed or downloaded from Bursa Securities’ website at [www.bursamalaysia.com](http://www.bursamalaysia.com) (“**Electronic Prospectus**”).** The contents of the Electronic Prospectus are as per the contents of this Prospectus registered with the SC.

The internet is not a fully secure medium. If you doubt the validity or integrity of the Electronic Prospectus, you should immediately request from us or our Share Registrar (details of which are set out herein), a paper/printed copy of this Prospectus. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus which are identical to the copy of the Prospectus registered with the SC will prevail.

In relation to any reference in this Prospectus to third-party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of or the content or any data, file or other material provided on the Third-Party Internet Sites. You bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, file or other material provided by such parties; and
- (iii) any data, information, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We are not responsible, liable or under obligations for any damage to your computer system or loss of data resulting from the downloading of any such data, information, file or other material.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

## TABLE OF CONTENTS

<b>INDICATIVE TIMETABLE</b>	<b>vi</b>
<b>PRESENTATION OF FINANCIAL AND OTHER INFORMATION</b>	<b>vii</b>
<b>FORWARD-LOOKING STATEMENTS</b>	<b>ix</b>
<b>DEFINITIONS</b>	<b>xi</b>
<b>GLOSSARY OF TECHNICAL TERMS</b>	<b>xvii</b>
<b>EXCHANGE RATES</b>	<b>xx</b>
<b>1. CORPORATE DIRECTORY</b>	<b>1</b>
<b>2. INTRODUCTION</b>	<b>5</b>
2.1 Approvals and conditions	5
<b>3. PROSPECTUS SUMMARY</b>	<b>7</b>
3.1 Principal details of our Secondary Listing	7
3.2 History and business	7
3.3 Competitive strengths	9
3.4 Future plans and strategies	9
3.5 Risk Factors	10
3.6 Impact of the COVID-19 to our business and our responses	13
3.7 Directors and key senior management	14
3.8 Promoter and substantial shareholders	14
3.9 Financial highlights	15
3.10 Dividend policy	16
<b>4. DETAILS OF OUR SECONDARY LISTING</b>	<b>17</b>
4.1 Indicative timetable	17
4.2 Particulars of our Secondary Listing	17
4.3 History of market prices	20
4.4 Trading and settlement in secondary market	21
4.5 Mechanism for removal of Shares from the Australian register to the Malaysian register, for deposit into Bursa Depository	22
4.6 Mechanism for withdrawal of Shares from Bursa Depository, and removal from the Malaysian register to the Australian register	23
4.7 Fungibility of Shares	24
4.8 Tax and legal implications for investing in OMH Shares	24
4.9 Voting rights and participation in any equity offerings by OMH for OMH Shares held in Malaysia	25
4.10 Rationale for the Secondary Listing	25
<b>5. RISK FACTORS</b>	<b>26</b>
5.1 Risks relating to our business and operations	26
5.2 Risks relating to the industry in which we operate	37
5.3 Risks relating to the countries where we operate	39
5.4 Risks relating to our Shares	40
<b>6. INFORMATION ON OUR GROUP</b>	<b>46</b>
6.1 Our Company and Group history	46
6.2 Our Group structure	50
6.3 Our subsidiaries and associates	52

## TABLE OF CONTENTS *(Cont'd)*

<b>7.</b>	<b>BUSINESS OVERVIEW</b>	<b>58</b>
7.1	Our business	58
7.2	Business milestones	58
7.3	Business segments	60
7.4	Operational processes	68
7.5	Production capacity and utilisation rates	71
7.6	Major customers	74
7.7	Major suppliers	76
7.8	Competition	78
7.9	Raw materials, procurement and inventory	78
7.10	Sales, marketing and distribution	79
7.11	Quality assurance	80
7.12	Seasonality	80
7.13	Research and development	80
7.14	Insurance	80
7.15	Major licences, permits and approvals	80
7.16	Business interruptions	81
7.17	Intellectual property and trademarks	84
7.18	Employees	84
7.19	Royalty payments	84
7.20	Governing laws and regulations	85
7.21	Material properties, plant and equipment	102
7.22	Material dependency on commercial contracts, agreements and other arrangements	102
7.23	Health, safety and environmental matters	104
7.24	Corporate social responsibility	106
7.25	Competitive strengths, future plans and strategies	106
<b>8.</b>	<b>INDUSTRY OVERVIEW</b>	<b>111</b>
<b>9.</b>	<b>INFORMATION ON OUR PROMOTER, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT</b>	<b>122</b>
9.1	Promoter and substantial shareholders	122
9.2	Board of Directors	125
9.3	Key senior management	148
9.4	Management reporting structure	155
9.5	Associations or family relationship between our Promoter, substantial shareholders, Directors and key senior management	156
9.6	Declarations by our Promoter, Directors and key senior management	156
9.7	Other matters	157
<b>10.</b>	<b>RELATED PARTY TRANSACTIONS</b>	<b>158</b>
10.1	Our Group's related party transactions	158
10.2	Monitoring and oversight of related party transactions	159
<b>11.</b>	<b>CONFLICT OF INTEREST</b>	<b>161</b>
11.1	Involvement of our Directors and substantial shareholders in entities which carry on a similar trade as that of our Group or which are our customers or suppliers	161
11.2	Monitoring and oversight of conflicts of interest	161
11.3	Declaration by advisers on conflicts of interest	162

**TABLE OF CONTENTS** *(Cont'd)*

<b>12.</b>	<b>FINANCIAL INFORMATION</b>	<b>163</b>
12.1	Historical consolidated financial information	163
12.2	Historical consolidated statement of financial position	165
12.3	Management's discussion and analysis of financial condition and results of operations	166
12.4	Liquidity and capital resources	190
12.5	Trend information	203
12.6	Dividend policy	203
<b>13.</b>	<b>ACCOUNTANTS' REPORT</b>	<b>205</b>
<b>14.</b>	<b>ADDITIONAL INFORMATION</b>	<b>302</b>
14.1	Share capital	302
14.2	Summary of certain provisions of our Memorandum of Association and selected Bye-laws	302
14.3	Limitation on the right to hold securities and/or exercise voting rights	322
14.4	Repatriation of capital, remittance of profit and taxation	323
14.5	Material contracts	325
14.6	Material litigation	325
14.7	Consents	325
14.8	Documents available for inspection	326
<b>ANNEXURE A:</b>	<b>SUMMARY OF RELEVANT BNM RULES ON INVESTMENT IN FOREIGN CURRENCY ASSETS</b>	<b>A-1</b>
<b>ANNEXURE B:</b>	<b>SUMMARY COMPARISON OF BERMUDA CORPORATION LAW AND MALAYSIAN CORPORATION LAW WITH RESPECT TO CORPORATE GOVERNANCE, SHAREHOLDERS AND MINORITY INTEREST PROTECTION AND REGULATION OF TAKE-OVERS AND MERGERS</b>	<b>B-1</b>
<b>ANNEXURE C:</b>	<b>SUMMARY COMPARISON OF THE LISTING REQUIREMENTS AND THE ASX LISTING RULES</b>	<b>C-1</b>
<b>ANNEXURE D:</b>	<b>OUR MAJOR LICENCES, PERMITS AND APPROVALS</b>	<b>D-1</b>
<b>ANNEXURE E:</b>	<b>OUR MATERIAL PROPERTIES, PLANTS AND EQUIPMENT</b>	<b>E-1</b>

## INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

<b>Event</b>	<b>Date</b>
Date of this Prospectus	11 June 2021
Announcement on Bursa Securities and ASX on the Listing Reference Price <sup>(1)</sup> of OMH Shares on Bursa Securities (" <b>Reference Price Date</b> ")	21 June 2021
Listing of our Company on the Main Market of Bursa Securities (" <b>Listing Date</b> ")	22 June 2021

**Note:-**

(1) *The Listing Reference Price of OMH Shares on Bursa Securities will be calculated based on the following:-*

- *The closing market price of OMH Shares on the ASX as at the Reference Price Date;*
- *The Listing Reference Price will be calculated by multiplying the closing market price with the closing A\$:RM exchange rate based on Bank Negara Malaysia's closing rates on the Reference Price Date.*

In the event there is any change to our Listing Date, we will advertise the notice of changes in a widely circulated English daily newspaper in Malaysia.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**



## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

---

All references to “our Company” or “OMH” are to OM Holdings Limited. All references to “OMH Group” or “our Group” are to our Company and our subsidiaries taken as a whole. All references to “we”, “us”, “our” and “ourselves” are to our Company and where the context otherwise requires, our Group.

All references to “you” are to the shareholders of OMH.

Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding adjustments. Other abbreviations and acronyms used in this Prospectus are defined in the “Definitions” section and technical terms used in this Prospectus are defined in the “Glossary of Technical Terms” section. Words denoting the singular will, where applicable, include the plural and *vice versa* and words denoting the masculine gender will, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons will, where applicable, include companies and corporations.

Any reference to any legislation or provisions of any statutes, rules, regulations, enactments or rules of the stock exchange shall (where the context admits), be construed as a reference to such legislation or provisions of such statutes, rules, regulations, enactments or rules of the stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the legislation, statutes, rules, regulations, enactments or rules of the stock exchange for the time being in force.

Any reference to a date and time shall be a reference to a date and time in Malaysia, unless otherwise stated.

All references to the LPD in this Prospectus are to 30 April 2021, being the latest practicable date prior to the registration of this Prospectus with the SC.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on those information.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding the growth and performance of the industry in which we operate and our estimated market share in the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us or is extracted from the Industry Overview as included in Section 8 of this Prospectus prepared by our appointed IMR, AlloyConsult. In compiling its data for the review, Alloy Consult had relied on its research methodology, industry sources, published materials, its private databanks and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We cannot give any assurance that the projected figures will be achieved and you should not place undue reliance on the statistical data and third-party projections cited in this Prospectus.

EBITDA and the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity that are not required by or presented in accordance with the IFRS. Furthermore, EBITDA is not a measure of our financial performance or liquidity under the IFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with the IFRS or as an alternative to cash flows from operating activities or as a measure of liquidity. In addition, EBITDA is not a standardised term, and hence, a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

**PRESENTATION OF FINANCIAL AND OTHER INFORMATION** *(Cont'd)*

---

We believe that EBITDA may facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (including the impact on periods or companies of changes in effective tax rates or net operating losses), the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation expenses). EBITDA has been presented because we believe that it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of our ability to service debt. Nevertheless, EBITDA has limitations as an analytical tool, and prospective investors should not consider it in isolation from or as a substitute for analysis of our financial condition or results of operations, as reported under the IFRS. Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of our business.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

## FORWARD-LOOKING STATEMENTS

---

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and do not guarantee future performance. Forward-looking statements can be identified by the use of forward-looking terminologies including the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions, and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (a) demand for our products and general industry environment;
- (b) our strategies and competitive position;
- (c) our future financial position, earnings, cash flows and liquidity;
- (d) potential growth opportunities; and
- (e) regulatory environment and the effects of future regulation.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (a) continued availability of capital and financing;
- (b) general economic, business, social, political and investment environment in the countries in which our Group operates (i.e. Malaysia, China, Singapore and Australia);
- (c) competitive environment of the industry in which we operate;
- (d) finance costs, interest rates, tax rates and foreign exchange rates;
- (e) government policy, legislation or regulation;
- (f) fixed or contingent obligations and commitments;
- (g) activities and financial position of our customers, suppliers and other business partners;
- (h) delay in supply of raw materials and shortages in labour;
- (i) reliance on licences, permits and approvals;
- (j) delays, cost overruns or changes that impact the execution of our future expansion plans;
- (k) changes in accounting standards and policies; and
- (l) other factors beyond our control.

**FORWARD-LOOKING STATEMENTS** *(Cont'd)*

---

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in **Section 5** of this Prospectus on "Risk Factors" and **Section 12.3** of this Prospectus on "Management's Discussion and Analysis of Financial Condition and Results of Operations". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

Should we become aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of registration of this Prospectus but before our Listing Date, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provision of subsection 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part II (Division 6 on Supplementary and Replacement Prospectus) of the Prospectus Guidelines.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**



## DEFINITIONS

---

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

701 Mile Joint Venture	:	An exploration farm-in and joint venture agreement entered with Great Sandy for the 701 Mile Manganese Project located approximately 90 km south east of Newman in Western Australia
ACN	:	Australian Company Number
ADA	:	Authorised Depository Agent
ADM	:	Authorised Direct Member
Admission	:	Admission of our Shares to the Official List of the Main Market of Bursa Securities
AGM	:	Annual general meeting
ARBN	:	Australian Registered Body Number
ASIC	:	Australian Securities and Investments Commission
ASX	:	ASX Limited (ACN 008 624 691), or the Australian Securities Exchange, where the context requires
ASX Listing Rules	:	The listing rules of the ASX, as amended or waived from time to time
ASX Settlement	:	ASX Settlement Pty Limited (ACN 008 504 532)
Auditors or Reporting Accountants	:	Foo Kon Tan LLP
Australian Corporations Act	:	Corporations Act 2001 (Cth) of Australia
Australian Share Registrar	:	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
BCA	:	The Companies Act 1981 of Bermuda
BNM	:	Bank Negara Malaysia
Board or Directors	:	Board of Directors of our Company
Bootu Creek Mine	:	The Bootu Creek manganese mine and associated infrastructure and mineral lease (ML24031) located 110km north of Tennant Creek in the Northern Territory and wholly-owned by OMM
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
BVI	:	British Virgin Islands
Bye-laws	:	The bye-laws of our Company, as amended from time to time

## DEFINITIONS *(Cont'd)*

Bryah Joint Venture	: A joint venture arrangement entered with BYH for the exploration and exploitation of commercially mineable manganese in the Bryah Basin located in Central Western Australia.
BYH	: Bryah Resources Limited (ACN 616 795 245)
CAGR	: Compound annual growth rate
Cahaya Mata	: Cahya Mata Sarawak Berhad (Registration No. 197401003655 (21076-T))
CCC	: Certificate of completion and compliance or such certificate by any other name issued by the relevant authority under the Street, Drainage and Building Act, 1974 of Malaysia, and any by-laws made under it or such relevant legislation applicable at the material time
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
Central Depositories Act	: Means the Securities Industry (Central Depositories) Act 1991 and regulations made thereunder, as amended or re-enacted from time to time
CHESS	: The Australian Clearing House Electronic Subregister System
China or PRC	: The People's Republic of China and references in this Prospectus to China or the PRC do not include Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan
CMSA	: Capital Markets and Services Act, 2007
Commonwealth	: Commonwealth of Australia
COVID-19	: An infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	: Copy of this Prospectus that is issued, circulated or disseminated via the internet and/or an electronic storage medium including, but not limited to compact discs read only memory (CD-ROMs)
EPS	: Earnings per Share
Equity Guidelines	: Equity Guidelines issued by the SC
FE Notices	: Foreign Exchange Notices issued by BNM
financial period under review	: Collectively, FYE 31 December 2017, FYE 31 December 2018, FYE 31 December 2019 and FYE 31 December 2020
FY	: Financial year
FYE(s)	: Financial year(s) ended/ending, as the case may be
GEMCO	: Groote Eylandt Mining Company Proprietary Limited (ACN 004 618 491)
GP	: Gross profit

## DEFINITIONS *(Cont'd)*

Great Sandy	:	Great Sandy Pty Ltd (ACN 139 440 403)
Hanwa	:	Hanwa Co., Ltd
IFRS	:	International Financial Reporting Standards
IMR or AlloyConsult	:	Independent market researcher, AlloyConsult
Industry Overview	:	Independent industry assessment of the ferrosilicon, manganese ore and manganese alloys industries prepared by AlloyConsult, as set out in <b>Section 8</b> of this Prospectus
LAT	:	Loss after taxation
LBT	:	Loss before taxation
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	30 April 2021, being the latest practicable date prior to the registration of this Prospectus with the SC
Malaysian Share Registrar	:	Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
Market Day	:	A day on which the Bursa Securities and ASX is open for trading in securities (as the case may be)
MCA	:	The Companies Act, 2016 of Malaysia
Memorandum of Association	:	The memorandum of association of our Company, as amended from time to time
Mine Authorisation	:	means an authorisation for the operator of a mine site to carry out mining activities on the site as referred to in the Mining Management Act 2001 (NT)
Mines Department	:	means the Northern Territory Government Department with the administrative responsibility for management of the Mineral Titles Act 2010 (NT) from time to time and being the Department of Industry, Tourism and Trade at the date of this prospectus
Mining Management Plan	:	means a plan for the management of a mining site for which the operator of the mine site requires an Authorisation to carry out mining activities as referred to in the Mining Management Act 2001 (NT)
MITI	:	Ministry of International Trade and Industry of Malaysia
N/A	:	Not applicable
NA	:	Net assets
NBV	:	Net book value
NT	:	Northern Territory of Australia
NT Mines Minister	:	Minister for Mining and Industry of the Northern Territory
Official List	:	A list specifying all securities listed on Bursa Securities

## DEFINITIONS *(Cont'd)*

OMH or Company	: OM Holdings Limited (Bermuda Company No.: EC 24140) (ARBN: 081 028 337) (Malaysia Foreign Company Registration No.: 202002000012 (995782-P))
OMH Group or Group	: Collectively, OMH and its subsidiaries and associates
OMH Share(s) or Share(s)	: Ordinary share(s) of par value A\$0.05 each in the capital of our Company
PAT	: Profit after taxation
PBT	: Profit before taxation
Principal Adviser or UOBKH	: UOB Kay Hian Securities (M) Sdn Bhd (Registration No. 199001003423 (194990-K))
Promoter	: Low Ngee Tong, being the promoter in respect of this Prospectus
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Qinzhou Plant	: Smelting plant and manganese sintering facility located in Qinzhou, Guangxi province, China, which is owned and operated by OMQ
Record of Depositors	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
Risk Management Plan	: A risk management plan under Work Health and Safety (National Uniform Legislation) Act 2011 (NT)
Rules of Bursa Depository	: The rules of Bursa Depository as issued under the SICDA
Sarawak Plant	: Smelting plant and manganese sintering facility located in Samalaju Industrial Park, Sarawak, which is owned and operated by OM Sarawak
Secondary Listing	: The secondary listing of and quotation for the entire issued share capital of OMH on the Main Market of Bursa Securities by way of introduction
SC	: Securities Commission Malaysia
SDBA	: The Street, Drainage and Building Act, 1974 of Malaysia
Securities	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
SESCO	: Syarikat Sesco Berhad (Registration No. 200401034422 (672931-A))
SICDA	: Securities Industry (Central Depositories) Act, 1991
SISB	: Samalaju Industries Sdn Bhd (Registration No.: 200701025409 (783430-V))
Transfer Undertaking	: An undertaking from our Non-Independent Executive Chairman/Chief Executive Officer and substantial shareholder, Low Ngee Tong, that he will, and will procure other notable shareholders of our Company, to transfer an aggregate of at least 10,000,000 OMH Shares to be made available for trading on Bursa Securities for a period of 3 years from the Listing Date



## DEFINITIONS *(Cont'd)*

Tshipi Borwa Manganese Mine or Tshipi Mine : The manganese project owned by Tshipi Mining located in the Kalahari Basin of South Africa consisting of two high grade carbonaceous manganese ore assets known as Tshipi Borwa and Tshipi Bokone

### Currencies

A\$ : Australian Dollar, the lawful currency of Australia

BMD : Bermudian Dollar, the lawful currency of Bermuda

HK\$ : Hong Kong Dollar, the lawful currency of Hong Kong

JPY : Japanese Yen, the lawful currency of Japan

RM : Ringgit Malaysia and sen, the lawful currency of Malaysia

RMB : Renminbi, the lawful currency of the PRC

S\$ : Singapore Dollar, the lawful currency of Singapore

US\$ : United States Dollar, the lawful currency of the United States of America

ZAR : South African Rand, the lawful currency of the Republic of South Africa

### Subsidiaries of OMH

OMA : OM Hujin Science & Trade (Shanghai) Co Ltd (Registration No.: 91310000680955838U)

OM ANR : OM (ANR) Resources Sdn Bhd (Registration No.: 201401017106 (1093192-M))

OMH BVI : OM Holdings (B.V.I) Limited (Registration No.: 256680)

OMM : OM (Manganese) Ltd (ACN 097 091 506)

OMME : OM Engineering Tech (M) Sdn Bhd (Registration No. 202001033205 (1389526-T))

OM Malaysia : OM Materials & Logistics (M) Sdn Bhd (formerly known as OM Materials (M) Sdn Bhd) (Registration No.: 201001031380 (915303-M))

OM Mauritius : OMH (Mauritius) Corp (Registration No.: 093643 C1/GBL)

OMQ : OM Materials (Qinzhou) Co Ltd (Registration No.: 91450700727674532E)

OMQT : OM Materials Trading (Qinzhou) Co Ltd (Registration No.: 91450700561581677K)

OMR : OM Resources (HK) Limited (Registration No.: 337171)

OMR Malaysia : OM Resources (M) Sdn Bhd (Registration No.: 201201015314 (988831-D))

OMS : OM Materials (S) Pte Ltd (Unique Entity No.: 199900815Z)

OM Samalaju : OM Materials (Samalaju) Sdn Bhd (Registration No.: 201301005341 (1035184-W))

**DEFINITIONS** *(Cont'd)*

---

OM Sarawak : OM Materials (Sarawak) Sdn Bhd (Registration No.: 201001031381  
(915304-H))

OM Trades : OM Materials Trade (S) Pte Ltd (Unique Entity No.: 201119608G)

**Associates of OMH**

NMPL : Ntsimbintle Mining (Pty) Ltd (Registration No.: 2009/018042/07)

OM Japan : OM Materials Japan Co Ltd (Registration No.: 0100-01-146796)

Tshipi Mining : Tshipi é Ntle Manganese Mining Proprietary Limited (Registration No.:  
2008/003117/07)

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

## GLOSSARY OF TECHNICAL TERMS

---

alloy	: The combination of metals or metals combined with one or more other elements through the process of melting, mixing and solidifying for the purpose to increase the hardness, strength, corrosion resistance and machinability of the metal
Carbon or C	: A non-metallic chemical element that readily forms compounds with many other elements which can be found in all natural and man-made element combinations. Carbon exists in its pure form as diamond or graphite
deposit	: A body of mineralisation containing a sufficient average grade of metal or metals to warrant further exploration and/or development expenditure. A deposit may or may not have a realistic expectation of being mined, and it may or may not eventually be classified as a Mineral Resource or an Ore Reserve
design production capacity	: The maximum production level specified for the equipment by design, based on a set of assumptions which include product mix and raw material blend
exploration	: The process of discovering the location and determining the volume and quality of a deposit
ferroalloy	: One or more metals alloyed with iron, heavily used in the production of steel. The ferroalloys presently produced by OMH's smelting plants are manganese alloys (namely, silicomanganese and high carbon ferromanganese) and ferrosilicon
fines product	: Small pieces of manganese produced by crushing and processing larger pieces of ore, and generally ranging in size from 1mm to 6mm (measured using square screens)
grade	: The relative quantity or percentage of metal or ore mineral contained in mineralisation
Indicated Mineral Resource	: That part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence, based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource, but has a higher level of confidence than that applying to an Inferred Mineral Resource
Inferred Mineral Resource	: That part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability
Iron or Fe	: Iron is the fourth most common element in the earth's crust and, since the industrial revolution, has been by far the most heavily consumed metal worldwide. The majority of iron is processed into steel, though there also remains a large market for iron castings. All of our Group's ore and alloy products contain iron; this is largely beneficial as the ultimate end-use for almost all of our Group's output is the steel and cast iron industries

**GLOSSARY OF TECHNICAL TERMS** *(Cont'd)*

---

JORC	: The Joint Ore Reserves Committee of the Australian Geoscientists and Minerals Council of Australia
JORC Code	: The Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, published by JORC (2012 edition)
manganese or Mn	: Manganese is the fourth most heavily consumed metal worldwide. Over 90.0% of manganese output is consumed in steelmaking, to desulphurise steel and to add strength. Manganese is also commonly used in the production of batteries and aluminium beverage cans. Our Group is a major global producer of manganese products
manganese ore or Mn ore	: A natural mineral accumulation of which manganese can be extracted from using existing extraction techniques
Measured Mineral Resource	: That part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity
Mineral Resource	: A concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction, as defined in the JORC Code. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are subdivided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories
mineral titles or mineral lease	: Mineral titles as referred to in the Mineral Titles Act 2010 (NT) including mineral exploration licenses (generally referred to as exploration licences), mineral exploration licenses in retention, and mineral leases, granted, acquired or held under the Mineral Titles Act 2010 (NT)
open pit	: A surface mining technique of extracting rock or minerals from the earth by their removal from an open pit or borrow. Also known as open-cut or open-cast mining and is the process involved in the removal or extraction or excavation of materials from the surface to become a pit
ore reserve	: The economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies are carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and government factors, as defined in the JORC Code. These assessments demonstrate at the time of reporting that extraction could reasonably be justified



## GLOSSARY OF TECHNICAL TERMS *(Cont'd)*

---

- Probable Ore Reserve : The economically mineable part of an Indicated Mineral Resource, and in some circumstances, a Measured Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies are carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction could reasonably be justified. A Probable Ore Reserve has a lower level of confidence than a Proven Ore Reserve but is of sufficient quality to serve as the basis for a decision on the development of the deposit
- Proven Ore Reserve : The economically mineable part of a Measured Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies are carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction could reasonably be justified
- silicon or Si : A chemical element that is hard, brittle crystalline solid with a blue-grey metallic lustre which is used extensively as a semiconductor
- sintering : A process of agglomerating fine manganese ore mixed with other ingredients by heating the materials to below their melting-solid stage until their particles adhere to form a coherent mass
- smelting : A pyro-metallurgical process of separating metal by fusion from those impurities with which it is chemically combined or physically mixed
- tailings : The residue of ores and impurities, left behind in processing of ore

### Units of measurement

- km : Kilometre(s)
- km<sup>2</sup> : Square kilometre(s)
- m : Metre(s)
- MVA : Mega volt ampere(s), a measure of electrical power
- MW : Megawatt(s)
- tonne : A measurement of mass, equal to 1,000 kilogrammes

## EXCHANGE RATES

All financial information of OMH Group in this Prospectus is presented in Australian Dollar (A\$), being the presentation currency of the audited consolidated financial statements of OMH.

As at the LPD, the exchange rate between A\$ and RM rounded to three decimal places, is A\$1.00:RM3.173 (*Source: Bloomberg*)

The table below sets out the high, low and average exchange rates between A\$ and RM during the past 4 FYEs 31 December 2017, 2018, 2019 and 2020, and the following respective months up to the date of this Prospectus. These exchange rates have been presented solely for information only. We do not make any representations that the exchange rates between A\$ and RM set out below and referred to elsewhere in this Prospectus could have been or could actually be converted into respective currencies at the rate indicated or at any other rate or at all.

	Average <sup>(1)</sup>	High	Low
<b>Year</b>			
FYE 31 December 2017	3.2909	3.4332	3.0681
FYE 31 December 2018	3.0007	3.1635	2.9178
FYE 31 December 2019	2.8785	2.9789	2.8112
FYE 31 December 2020	2.9065	3.0929	2.6525
<b>Month</b>			
January 2021	3.1182	3.1529	3.0708
February 2021	3.1373	3.2204	3.0780
March 2021	3.1670	3.2134	3.1305
April 2021	3.1749	3.1991	3.1451
May 2021	3.2038	3.2283	3.1767

(*Source: Bloomberg*)

**Note:-**

- (1) *The yearly average rate is calculated based on the average of the exchange rate on the last business day of each month during that year. The monthly average rate is calculated based on the average of the exchange rate on each day during that month.*

## 1. CORPORATE DIRECTORY

### BOARD OF DIRECTORS

Name	Designation	Nationality	Address
Low Ngee Tong	Non-Independent Executive Chairman/Chief Executive Officer	Singaporean	58 Wilkinson Road Singapore 436715
Zainul Abidin Bin Mohamed Rasheed	Independent Non-Executive Deputy Chairman	Singaporean	38 Lorong Mydin Singapore 416831
Julie Anne Wolseley	Non-Independent Non-Executive Director/Joint Company Secretary	Australian	102, Angelo Street South Perth Western Australia 6151 Australia
Tan Peng Chin Joseph Haydn	Independent Non-Executive Director	Singaporean	3, Jalan Harum Singapore 268477
Teo Liang Huat Thomas	Independent Non-Executive Director	Singaporean	38 Jalan Jelita Singapore 278362
Dato' Abdul Hamid Bin Sh Mohamed	Independent Non-Executive Director	Malaysian	Lot 15060 Jalan L8 Kemensah Heights 53100 Kuala Lumpur Malaysia
Tan Ming-li	Independent Non-Executive Director	Malaysian	A3-5B, Astana Damansara 33 Jalan 17/1 46400 Petaling Jaya Selangor Malaysia

### AUDIT COMMITTEE

Name	Designation	Directorship
Teo Liang Huat Thomas	Chairman	Independent Non-Executive Director
Julie Anne Wolseley	Member	Non-Independent Non-Executive Director
Dato' Abdul Hamid Bin Sh Mohamed	Member	Independent Non-Executive Director

### REMUNERATION COMMITTEE

Name	Designation	Directorship
Tan Peng Chin Joseph Haydn	Chairman	Independent Non-Executive Director
Zainul Abidin Bin Mohamed Rasheed	Member	Independent Non-Executive Deputy Chairman
Julie Anne Wolseley	Member	Non-Independent Non-Executive Director

1. **CORPORATE DIRECTORY** (Cont'd)

---

<b>COMPANY SECRETARIES</b>	: Julie Anne Wolseley 102, Angelo Street South Perth Western Australia 6151 Australia  Heng Siow Kwee 10 Eunos Road 8 Singapore Post Centre #09-03A Singapore 408600
<b>ASSISTANT COMPANY SECRETARY</b>	: Conyers Corporate Services (Bermuda) Limited Clarendon House 2 Church Street Hamilton HM11 Bermuda
<b>AUSTRALIAN AGENT</b>	: OM Holdings (Australia) Pty Ltd 102, Angelo Street South Perth Western Australia 6151 Australia
<b>MALAYSIAN AGENT</b>	: PFA Corporate Consultants Sdn Bhd Unit 30-01, Level 30 Tower A, Vertical Business Suite Avenue 3, Bangsar South No.8 Jalan Kerinchi 59200 Kuala Lumpur Malaysia Tel No.: +603 2783 9191
<b>REGISTERED OFFICE</b>	: Clarendon House 2 Church Street Hamilton HM11 Bermuda Tel. No.: +1 441 295 5950
<b>HEAD/MANAGEMENT OFFICE</b>	: 10 Eunos Road 8 #09-03A Singapore Post Centre Singapore 408600 Tel. No.: +65 6346 5515 Email: om@ommaterials.com Website: <a href="http://www.omholdingsltd.com">http://www.omholdingsltd.com</a>
<b>PRINCIPAL ADVISER</b>	: UOB Kay Hian Securities (M) Sdn Bhd Suite 19.03, 19 <sup>th</sup> Floor Menara Keck Seng 203 Jalan Bukit Bintang 55100 Kuala Lumpur Malaysia Tel. No.: +603 2147 1888

1. CORPORATE DIRECTORY (Cont'd)

---

**LEGAL ADVISERS**

: *To our Company as to Malaysian law*

Albar & Partners  
Suite 14-3, Level 14, Wisma UOA Damansara II  
No. 6, Changkat Semantan  
Damansara Heights  
50490 Kuala Lumpur  
Malaysia  
Tel. No.: +603 7890 3288

*To our Company as to Australian law on the summary of the  
ASX Listing Rules in Annexure C of this Prospectus*

MinterEllison  
Governor Macquarie Tower  
1 Farrer Place  
Sydney NSW 2000  
Australia  
Tel. No.: +61 2 9921 8888

*To our Company as to Bermuda law*

Conyers Dill & Pearman Pte. Ltd.  
9 Battery Road  
#20-01 MYP Centre  
Singapore 049910  
Tel. No.: +65 6223 6006

**AUDITORS AND REPORTING  
ACCOUNTANTS**

: Foo Kon Tan LLP  
(Unique Entity No. T10LL0002B)  
24 Raffles Place  
#07-03 Clifford Centre  
048621 Singapore  
Tel. No.: +65 6336 3355

Partner-in-charge: Ho Teik Tiong

Registration No.: 01593

Professional qualification:

- Chartered Accountant, Institute of Singapore Chartered Accountants (Membership No. 805109)
- Fellow member, Associate of Chartered Certified Accountants (Membership No. 2566685)

**INDEPENDENT MARKET  
RESEARCHER**

: AlloyConsult  
6 Maypole Road  
East Grinstead  
RH19 1GZ  
United Kingdom  
Tel. No.: +44 7912 642 627

Name of signing partner: Kevin Fowkes

*(See Section 8 of this Prospectus for the profile of the firm  
and signing partner)*

**1. CORPORATE DIRECTORY (Cont'd)**

---

<b>AUSTRALIAN SHARE REGISTRAR</b>	:	Computershare Investor Services Pty Limited Level 11 172 St George's Terrace Perth, Western Australia 6000 Australia Tel. No.: +618 9323 2000
<b>MALAYSIAN SHARE REGISTRAR</b>	:	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 Tel. No.: +603 2783 9299
<b>STOCK EXCHANGE LISTED</b>	:	ASX (ASX Code: OMH)
<b>LISTING SOUGHT</b>	:	Main Market of Bursa Securities

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

## 2. INTRODUCTION

### 2.1 APPROVALS AND CONDITIONS

The approvals and conditions imposed by the relevant authorities for our Secondary Listing are as follows:-

#### 2.1.1 SC

The SC has, via its letter dated 29 March 2021, approved our Secondary Listing under Section 214(1) of the CMSA, subject to the following terms and conditions:-

No.	Details of condition imposed	Status of compliance
(i)	OMH obtaining shareholders' approval for the proposed amendments to its Bye-laws to address certain deficiencies of the standards in respect of corporate governance, shareholders' and minority interest protection, and regulation of take-overs and mergers, as well as to incorporate provisions relating to the Secondary Listing;	Complied
(ii)	OMH appointing at least 2 directors whose principal or only place of residence is within Malaysia, with at least 1 of these directors elected as a member of OMH's audit committee;	Complied
(iii)	Low Ngee Tong and other notable shareholders of OMH to transfer an aggregate of at least 10,000,000 ordinary shares in OMH, to be made available for trading on Bursa Securities for a period of 3 years from the listing date; and	To be complied
(iv)	UOBKH and OMH to fully comply with the requirements of the SC's Equity Guidelines and Prospectus Guidelines pertaining to the implementation of the Secondary Listing.	To be complied

The SC has taken note of the resultant equity structure of OMH pursuant to the Secondary Listing under the equity requirement for public listed companies ("**Equity Requirement**"). OMH is exempted from the Equity Requirement as OMH has predominantly foreign-based operations.

The SC has, via its letters dated 27 November 2020 and 29 March 2021, approved the reliefs sought by us from having to comply with certain requirements under the Prospectus Guidelines. The details of the reliefs sought and the corresponding conditions imposed by the SC are as follows:-

Guideline	Details of relief granted	Condition imposed (if any)
Paragraph 4.01(b), (c) and (g), and Paragraph 8.01, Division 1, Part II of the Prospectus Guidelines – Equity	Relief from having to disclose details of certain substantial shareholders of OMH, and their interests in any entity carrying on similar trade as OMH, or which are customers or suppliers of OMH.	-
Paragraph 5.11, Division 1, Part II of the Prospectus Guidelines – Equity	Relief from having to disclose the name of OMH's major supplier	-
Paragraph 13.01 (b)(i), Division 1, Part II of the Prospectus Guidelines – Equity	Relief to allow certain commercially sensitive and confidential terms in the power purchase agreement with SESCO to be redacted.	-



## 2. INTRODUCTION (Cont'd)

Guideline	Details of relief granted	Condition imposed (if any)
Paragraph 1.11 and other consequential Paragraphs, Chapter 1, Part III of the Prospectus Guidelines – Procedures for Registration	Relief from having to submit a copy of the prospectus in Bahasa Malaysia, for registration by the SC.	-
Paragraph 10.02, Division 1, Part II of the Prospectus Guideline – Equity	Relief to allow Foo Kon Tan LLP, as the reporting accountant, for purposes of the accountants' report contained in OMH's prospectus.	-

### 2.1.2 Bursa Securities

Bursa Securities has, via its letter dated 22 April 2021, resolved to approve our Admission and our Secondary Listing. The approval from Bursa Securities is subject to the following conditions:-

No.	Details of condition imposed	Status of compliance
(i)	OMH and UOBKH to make the relevant announcements similar to Paragraph 8.1 and 8.2 of the Practice Note 21 of the Listing Requirements;	To be complied
(ii)	OMH and UOBKH to announce to Bursa Securities (via BursaLink) on the listing reference price of OMH Shares, calculated based on the following:- <ul style="list-style-type: none"> <li>- Closing market price of OMH Shares on the ASX on the day preceding the listing date;</li> <li>- the listing reference price is to be calculated by multiplying the closing market price with the closing exchange rate based on BNM's closing rates on the day preceding the listing date;</li> </ul>	To be complied
(iii)	OMH and UOBKH to furnish the confirmation on the compliance status of the term and conditions in the SC's approval letter dated 29 March 2021; and	To be complied
(iv)	OMH and UOBKH to furnish the requisite documents (where applicable) as required under Part C, Annexure PN24 of the Listing Requirements prior to the Listing Date.	To be complied

### 2.1.3 BNM

BNM has, via its letter dated 6 October 2020, approved the issuance of securities denominated in RM by a non-resident pursuant to our Secondary Listing, subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	OMH to seek BNM prior approval for any offering or issuance of new ringgit securities on Bursa Securities other than for the purpose of the Secondary Listing;	To be complied
(ii)	OMH to provide the information in relation to the issuance of ringgit security transaction for the purpose of the Secondary Listing including the conversion of RM into foreign currency for repatriation abroad, as and when requested by BNM; and	To be complied
(iii)	OMH to inform BNM should there be any material changes (including cancellation on the Secondary Listing, if any) to the Secondary Listing	Noted