

ASX ANNOUNCEMENT

11 April 2023

Market Update: Amended NOM - AGM 2023

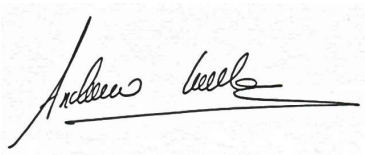
Timah Resources Limited advises that it recently lodged its Notice of Annual General Meeting (NOM) for its forthcoming AGM to be held on 11 May 2023.

We advise that this NOM contains the following amendments: -

1. The NOM referred to the date of the meeting as Friday the 11th May 2023 when it should have stated Thursday 11th May 2023.
2. We refer to the explanatory memorandum accompanying the NOM concerning the tax implication arising from **Resolution 4 – To propose the potential return of capital to shareholders**. After consulting our company's tax agent KS Black & Co., our company is not required to request a Class Ruling from the ATO. Therefore, the following paragraph has been deleted, *"The above is subject to confirmation or change in any final Class Ruling issued by the ATO. The Company will make the final Class Ruling available on its website as soon as reasonably practicable after it is issued."*

The new NOM corrects these oversights. We apologise for any inconvenience caused.

Yours sincerely,



Andrew Wallis
Company Secretary

Address

348, Pacific Highway
Crows Nest, NSW 2065

Contact Details

Phone: +612 8054 1866
Fax : +612 9267 4388

www.timahresources.com.au

Email: info@timahresources.com.au



Timah Resources

Limited A.B.N. 69 123 981 537

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

11 May 2023

Time of Meeting

9:30am (Sydney time)

Place of Meeting

348 Pacific Highway
Crows Nest NSW 2065, Australia

NOTICE OF ANNUAL GENERAL MEETING

TIMAH RESOURCES LIMITED
ABN 69 123 981 537

Notice is hereby given that an Annual General Meeting of members of Timah Resources Limited (**'Company'**) will be held at our registered corporate office at 348 Pacific Highway Crows Nest NSW 2065, Australia at 9.30am (Sydney time) on Thursday, 11 May 2023.

At the AGM, the meeting will consider and, if thought fit, pass the following resolutions:

Ordinary business

Accounts

To receive and consider the financial report of the company and the reports of the directors and auditor for the *financial period ended 31 December 2022*.

Resolution 1: Directors Remuneration Report

To consider, and if thought fit, to pass the following ordinary resolution:

"That the Directors Remuneration Report for the financial period ended 31 December 2022 be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Director

To consider, and if thought fit, to pass the following ordinary resolution:

"That Dato' Seri Mah King Seng, a director of the company retires in accordance with the provisions of the Constitution and being eligible for election, be elected as a director of the company."

The Directors (with *Dato' Seri Mah King Seng* abstaining) recommend that you vote in favour of this ordinary resolution.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this resolution by:

- *Dato' Seri Mah King Seng*; and
- any associate of *Dato' Seri Mah King Seng*.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 3: Re-election of Director

To consider, and if thought fit, to pass the following ordinary resolution:

"That Derrick Martin De Souza, a director of the company retires in accordance with the provisions of the Constitution and being eligible for election, be elected as a director of the company."

The Directors (with *Derrick Martin De Souza* abstaining) recommend that you vote in favour of this ordinary resolution.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- *Derrick Martin De Souza*; and
- any associate of *Derrick Martin De Souza*.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

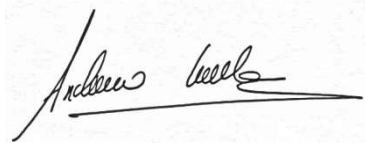
Resolution 4: To propose the potential return of capital to shareholders.

To consider and if thought fit, to pass the following resolution as an ordinary resolution

That approval is given for the purpose of Part 2J.1 of the Corporations Act and for all other purposes for the Company to reduce its share capital by up to AU\$ 300,000 by way of equal capital reduction, on the terms described in the Explanatory Notes accompanying the Notice of Meeting.

DATED 30 March 2023

**BY ORDER OF THE BOARD
TIMAH RESOURCES LIMITED**

A handwritten signature in black ink, appearing to read 'Andrew Wallis', is written over a horizontal line.

**ANDREW WALLIS
COMPANY SECRETARY**

NOTES

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT

Everyone who is registered as a Shareholder at 7.00pm (Sydney time) on 9 May 2023 can vote at the Annual General Meeting.

You may vote by:

- (a) attending the Annual General Meeting in person (yourself or by sending an attorney, or, if you hold Shares through a company, by sending a corporate representative on your behalf); or
- (b) completing and returning a proxy form.

A proxy form accompanies this Notice of Annual General Meeting. The proxy form contains instructions on how to complete the form, the rules applicable to proxies, where to send the form and information regarding corporate representatives.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call Mr Andrew Wallis on +61 2 9680 2622 or 0411 567 157 between 9.00am and 5.00pm (Sydney time) Monday to Friday.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of shareholders of Timah Resources Limited to be held on Thursday, 11 May 2023. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

All the resolutions are ordinary resolutions. They are separate resolutions and in no way dependent on each other.

EXPLANATORY NOTES

Resolution 1 - To adopt the Directors' Remuneration Report.

The Corporation Act requires all listed companies to present their remuneration report for each financial year for adoption by shareholders at the company's annual general meeting. The report can be found as a separately identified "Remuneration Report" within the Directors' Report section of the Company's 31 December 2022 Annual Report.

The Annual Report is available on the Company website – www.timahresources.com.au or if a hard copy is required you can request either a PDF be emailed or a hard copy be mailed to you.

To do this either:

Email: andwallis@bigpond.com.au

Phone: +61 2 9680 2662 or 0411 567 157

Corporate information is also available on the ASX website under Timah Resources Limited (ASX: TML)

Time will be allowed during the annual general meeting for consideration and questions by shareholders of the Remuneration Report.

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on resolution 1 are voted against adoption of the remuneration report at the annual general meeting, and then again at the Company's 2023 Annual General Meeting, the company will be required to put to shareholders a resolution proposing the calling of an Extraordinary General Meeting to consider the appointment of directors of the Company (**spill resolution**).

If more than 50% of shareholders vote in favour of the spill resolution, the company must convene the extraordinary general meeting (spill meeting) within 90 days of the Company's 2023 Annual General Meeting. All of the directors who were in office when the Company's 2023 Directors' report was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors is approved will be the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the Directors' Report contained in the annual financial report of the company for the financial period ending 31 December 2022.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the chair, or another member of key management personnel or any closely related party as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. where you do not direct the chair, or another member of key management personnel or closely related party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend that shareholders approve this resolution.

Resolution 2 - To elect Dato' Seri Mah King Seng is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

Dato' Seri Mah King Seng was appointed as a Director and Managing Director of TML on 16 September 2015. He has more than 40 years of experience in oil palm cultivation, milling and construction.

He graduated from University of Minnesota, United States of America with a degree in Agricultural Science in 1978. In 1980, he attended the Palm Oil Mill Engineer/Executive Training course on palm oil mill operations organised by the Malaysian Oil Palm Growers Council. He subsequently obtained his Bachelor of Laws Degree in 1985 from the University of Buckingham, United Kingdom and was admitted and enrolled as an Advocate and Solicitor of the High Court of Malaya in 1990.

Dato' Seri Mah King Seng is also the Executive Chairman of MHC Plantations Bhd and Managing Director of Cepatwawasan Group Berhad, both of which are oil palm plantation corporations listed on the Main Board of Bursa Malaysia.

The directors (with Dato' Seri Mah King Seng abstaining) recommend that you vote in favour of this ordinary resolution.

Resolution 3 - To elect Mr. Derrick Martin De Souza is an ordinary resolution, requiring the support of a majority of the votes cast by shareholders.

Mr. Derrick Martin De Souza was appointed as an Independent Non-Executive Director of TML on 8 June 2018.

He has a Bachelor of Accountancy from the University of Singapore (1976) and has successfully completed the Executive Development Year program run jointly by the Institute of Corporate Managers, Secretaries and Administrators and the University of New South Wales (1989). He has also completed the 2 year post graduate diploma in Applied Finance and Investment of the Securities Institute of Australia recognised by the Australian banking and finance industry and the Diploma in Financial Services (Financial Planning) recognised by the financial planning and wealth management industry in Australia. Mr. Derrick is an associate member of CPA Australia.

Mr. Derrick is a consultant to businesses for the past 18 years and his work experience includes working in various capacities in accounting, Australian and international taxation, auditing, international banking, insurance, mergers and acquisitions, corporate restructuring for stock market listings, valuations and strategic planning and financial advisory. He has worked in banking and finance in Singapore, Malaysia, London, Korea, Hong Kong, and Australia. He advises Asian clients on in-bound Australian investments and Australian clients on out-bound off-shore business investments.

From 2006 to 2013 Mr. Derrick was the Managing Partner of a mid-tier Accounting practice in Sydney. He is currently a director of several private and public companies in Australia and has board experience. Mr. Derrick is a Registered Tax Agent with the Australian Tax Agents Board.

The directors (with Mr. Derrick Martin De Souza abstaining) recommend that you vote in favour of this ordinary resolution.

Resolution 4 - To propose the potential return of capital to shareholders.

Background

Mistral had repaid all external loan and the remaining debt is the advances from the ultimate holding company who is committed to give continue financial support to Mistral. As such, Timah has unutilised cash of AU\$ 679,465. Timah expects to be in a position to return up to AU\$ 300,000 of surplus capital by way of an equal capital reduction, subject to Australian income tax

Shareholder approval is being sought to give Timah Board the flexibility to return up to AU\$ 300,000 in this way.

If the Board determines to return capital, the reduction of capital will be effected by the Company paying to each registered holder of fully paid ordinary shares in the Company as at a date and time to be specified by the Board in the pro rata amount of the capital reduction per ordinary share. Any reduction in capital pursuant to this approval is expected to occur no later than 31 December 2023.

Before making any capital return, Timah will consider its requirement for future capital in light of all the circumstances that exist at the time. Surplus capital will only be returned if it is in excess of Timah's immediate and known requirements.

Equal reduction

The proposed return of capital would constitute an equal reduction of Timah's share capital for the purposes of the Corporations Act. This is because it relates only to fully paid ordinary shares and it applies to each holder of shares in proportion to the number of shares they hold, and the terms of the reduction are the same for each holder of shares.

No shares will be cancelled in connection with this return of capital. Accordingly, the return of capital will not affect the number of shares held by each shareholder, nor will it affect the control of Timah.

An equal capital reduction must comply with the following requirements of the Corporations Act:

- the reduction must be fair and reasonable to the Company's shareholders as a whole; and
- the reduction must not materially prejudice the Company's ability to pay its creditors.

The Board is satisfied that these requirements will be met, noting that the reduction applies equally and will be paid out of surplus capital.

If the capital reduction is implemented, Timah's shares may trade at a lower price than they would have if the capital reduction had not been made. This is due to the return of funds to shareholders and the consequent reduction in shareholders' fund held by the Company.

Tax implication

Our company's tax agent, KS Black & Co. had confirmed that:

- No part of the proposed capital reduction will be treated as a dividend for income tax purposes; and
- Instead, the cost base for each share will be reduced by the amount of the proposed capital reduction for the purpose of calculating any capital gain or loss on the ultimate disposal of that share. An immediate capital gain will arise for shareholders where the cost base of a share is less than the amount of the proposed capital reduction.

The information in this notice of meeting does not take into account the individual circumstances of each shareholder and does not constitute tax advice. Accordingly, shareholders should seek their own professional advice in relation to their tax position.

Shareholders who are not residents of Australia for tax purposes should seek specific advice in relation to the taxation consequences arising under laws of their country of residence.

Our company's tax agent has commented on the above matter pertaining to proposal, kindly refer to letter attached behind for further reference.

Conclusion

Timah is in a position to return surplus capital to shareholders by way of an "equal capital reduction".

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

That approval is given for the purpose of Part 2J.1 of the Corporations Act and for all other purposes for the Company to reduce its share capital by up to AU\$ 300,000 by way of equal capital reduction, on the terms described in the Explanatory Notes accompanying the Notice of Meeting.

Proxy Form

All correspondence to:

Timah Resources Limited
348 Pacific Highway
Crows Nest
NSW 2065, Australia
Telephone: 02 8054 1886

☐ Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We (name of shareholder) _____

Of (address) _____

Being a member/s of Timah Resources Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X')

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Timah Resources Limited to be held at the Company registered office of 348 Pacific Highway, Crows Nest, NSW 2065 Australia at 9:30 am (Sydney time) on 11 May 2023 and at any adjournment of that meeting.

☐ **Important:**

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (except for Resolution 1 per the below) and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

Important for Resolution 1: If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personal of the Company is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting Directions to your proxy – please mark ☒ to indicate your directions

- Resolution 1:** That the Directors Remuneration Report for the financial period ended 31 December 2022 be adopted.
- Resolution 2:** That Dato' Seri Mah King Seng be re-elected as a director of the company.
- Resolution 3:** That Mr. Derrick Martin De Souza be re-elected as a director of the company.
- Resolution 4:** That the proposal of the potential return of capital to shareholders be approved.

For	Against	Abstain*

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy

☐ Mark with an 'X' if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder1

Securityholder2

Securityholder3

Individual/Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;

on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;

- b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 9.30am on 11 May 2023. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting or delivery to:

Timah Resources Limited
P.O. Box 782,
QVB Post Office.,
Sydney NSW 1234.

Telephone: 02 8054 1886

Level 3, 1 James Place
North Sydney NSW 2060

75 Lyons Road
Drummoyne NSW 2047

K.S. Black & Co.
Chartered Accountants
ABN 57 446 398 808

20 Grose Street
North Parramatta NSW 2151

PO Box 2210
North Parramatta NSW 1750

30 March 2023

The Directors
Timah Resources Limited

Dear Directors,

KS Black has been requested to provide a tax opinion on Resolution 4 in the upcoming Annual General Meeting of the Company.

A. Resolution 4 – To propose the potential return of capital to shareholders.

It is proposed to reduce the share capital of the Company by up to a \$300,000 by way of equal capital reduction.

However, the Company has indicated this amount may be varied.

B. Tax implications of return of capital.

KS Black & Co have been requested to discuss the tax implications of the return of capital. However, our observations do not take into account the individual circumstances of each shareholder and hence does not constitute tax advice. This is particularly so for shareholders who are not residents of Australia for tax purposes.

We confirm the following;

- No part of the proposed capital reduction will be treated as a dividend for income tax purposes.
- The capital return on shares is a capital gains tax event that may or may not result in a capital gain for a shareholder. The cost base of each share will be reduced by the amount of the proposed capital reduction for the purpose of calculating any capital gain or loss on the ultimate disposal of that share. An immediate capital gain will arise for shareholders where the cost base of the share is less than the amount of the proposed capital reduction.

If you have any further questions, please contact me.

Yours faithfully,
K.S. BLACK & CO
Chartered Accountants

Stuart H. Cameron
STUART CAMERON
Partner

Doc Ref: 187602_1