

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **MSM CORPORATION INTERNATIONAL LTD**ACN/ARSN **002 529 160****1. Details of substantial holder (1)**Name **MR TIMOTHY PAUL NEESHAM**

ACN/ARSN (if applicable)

The holder became a substantial holder on 24/05/18**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	23,972,976	23,972,976	5.6%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
ANGKOR IMPERIAL RESOURCES PTY LTD 48883049	Direct	2,810,286
RICHHAM NOMINEES PTY LTD ACN 123435625	Direct	4,750,000
ALTIME NOMINEES PTY LTD ACN 158130488	Indirect	16,412,690

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See attachment				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
ALITIME NOMINEES PTY LTD ACN 158130468	Shareholder
ANGKOR IMPERIAL RESOURCES PTY LTD 146893049	Director
RICHSHAM NOMINEES PTY LTD ACN 123132525	Director

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
	P O Box 8292 SOUTH PERTH WA

**Signature**

print name Timothy Paul Needham capacity \_\_\_\_\_  
 sign here  date 25/05/18

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**Register Details:**

RICHSHAM NOMINEES PTY LTD

**Sequence:** 88800170422**Sub Register:** CHES**Participant ID:** 1792**Participant Name:** PERSHING SECURITIES AUSTRALIA**TFN/ABN:** TFN Quoted

Security Class	Balance	Locked Amount
MSM ORDINARY FULLY PAID	4,750,000	0
MSMOA OP07112019/\$0.10	1,487,500	0

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 Security Class: **MSM ORDINARY FULLY PAID** ▼

Transaction Date	Transaction Type	Units	Closing Balance
24/05/2018	CHES/CHES MOVEMENT ON	+700,000	4,750,000
23/05/2018	ADJUSTMENT ON	+500,000	4,050,000
06/04/2018	CHES/CHES MOVEMENT OFF	-2,000,000	3,550,000
28/12/2017	CHES/CHES MOVEMENT ON	+375,000	5,550,000
22/12/2017	CHES/CHES MOVEMENT ON	+125,000	5,175,000
13/12/2017	CHES/CHES MOVEMENT ON	+33,983	5,050,000
08/12/2017	CHES/CHES MOVEMENT ON	+166,017	5,016,017
07/12/2017	CHES/CHES MOVEMENT ON	+200,000	4,850,000

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**Register Details:**

ANGKOR IMPERIAL RESOURCES PTY  
LTD  
<TURKISH BREAD S/F A/C>  
PO BOX 8292  
SOUTH PERTH WA 6151

**Sequence:** 88800569553

**Sub Register:** CHESS

**Participant ID:** 1792

**Participant Name:** PERSHING SECURITIES AUSTRALIA

**TFN/ABN:** TFN not Quoted

Security Class	Balance	Locked Amount
MSM ORDINARY FULLY PAID	2,810,286	0
MSMOA OP07112019/\$0.10	500,000	0

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Security Class:

Transaction Date	Transaction Type	Units	Closing Balance
24/05/2018	CHESS/CHESS MOVEMENT ON	+300,000	2,810,286
22/02/2018	CHESS/CHESS MOVEMENT ON	+1,970,286	2,510,286
28/11/2017	CHESS/CHESS MOVEMENT ON	+48,181	540,000
23/11/2017	CHESS/CHESS MOVEMENT ON	+25,000	491,819
20/11/2017	CHESS/CHESS MOVEMENT ON	+151,819	466,819
17/11/2017	CHESS/CHESS MOVEMENT ON	+100,000	315,000
15/11/2017	CHESS/CHESS MOVEMENT ON	+35,000	215,000
07/11/2017	CHESS/CHESS MOVEMENT ON	+40,000	180,000

**Register Details:**

ALITIME NOMINEES PTY LTD  
 <HONEYHAM FAMILY A/C>  
 PO BOX 8292  
 SOUTH PERTH WA 6151

**Sequence:** 88800486067

**Sub Register:** CHESS

**Participant ID:** 1792

**Participant Name:** PERSHING SECURITIES AUSTRALIA

**TFN/ABN:** TFN not Quoted

Security Class	Balance	Locked Amount
MSM ORDINARY FULLY PAID	16,412,690	0
MSMOA OP07112019/\$0.10	1,000,000	0

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Security Class: **MSM ORDINARY FULLY PAID** ▼

Transaction Date	Transaction Type	Units	Closing Balance
24/05/2018	CHESS/CHESS MOVEMENT ON	+900,000	16,412,690
23/05/2018	ADJUSTMENT ON	+2,400,000	15,512,690
23/04/2018	ISSUER/CHESS TRF ON	+3,007,194	13,112,690
16/02/2018	ISSUER/CHESS TRF ON	+2,590,828	10,105,496
28/12/2017	CHESS/CHESS MOVEMENT ON	+351,679	7,514,668
22/12/2017	CHESS/CHESS MOVEMENT ON	+148,321	7,162,989
07/12/2017	CHESS/CHESS MOVEMENT ON	+55,394	7,014,668
28/11/2017	ALLOTMENT ON	+116,668	6,959,274

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