



TIAN AN AUSTRALIA LIMITED
ACN 009 134 114

NOTICE OF EXTRAORDINARY GENERAL MEETING

Date and time of Extraordinary General Meeting

Thursday, 19 October 2017 at 2.00 pm (Sydney time)

Place of Extraordinary General Meeting

Level 5, Transport House, 99 Macquarie Street, Sydney NSW 2000

Important Notice

This Notice of Extraordinary General Meeting and Explanatory Notes should be read in their entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

If you wish to see a copy of the current Constitution, this is available on the Company website.

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Notice of Extraordinary General Meeting

Tian An Australia Limited (**Company**)
ACN 009 134 114

Notice is hereby given that the Extraordinary General Meeting (**Meeting**) will be held at:

Venue: Level 5, Transport House, 99 Macquarie Street, Sydney NSW 2000

Date: Thursday, 19 October 2017

Time: 2.00pm (Sydney time)

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Items of Business

Resolution: Approval of the Proportional Takeover Offer

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

“That for the purpose of clause 14.6 of the Constitution and for all other purposes, the proportional takeover offer by Oasis Star for 80% of the Shares held by each other Shareholder, is approved.”

Voting Prohibition

In accordance with clause 14.6(1) of the Constitution, the Company will disregard any vote cast on this Resolution by:

- (a) Oasis Star Limited; or
- (b) an Associate of Oasis Star Limited.

By order of the Board



Hai-Young Lu
Company Secretary
13 September 2017

Voting Information

The following notes and the Explanatory Notes form part of the Notice of Meeting.

Attendance and Voting Entitlement

In accordance with clause 14.6(1) of the Constitution, only Shareholders who held Shares as at 7.00pm (Sydney time) on 13 September 2017, being the date on which the Offer was first made to Shareholders, other than Oasis Star and its Associates, will be entitled to attend the Meeting and vote on the Resolution.

To avoid doubt:

- (a) accepting or rejecting the Offer will not affect a Shareholder's ability to vote on the Resolution (provided they are a registered holder of Shares at the relevant time and date at which voting entitlements are determined); and
- (b) Shareholders who sell some or all of their Shares on market after the Offer opens will still be entitled to vote on the Resolution.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Proxies and online voting

Shareholders are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the votes disregarding fractions.

The Proxy Form and, if the Proxy Form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority), must be received:

- (a) by post at GPO Box 1282 Melbourne Victoria 3001; or
- (b) by facsimile (within Australia) 1800 783 447(outside Australia) +61 3 9473 2555.

Shareholders may also cast their vote in advance of the Meeting online at www.investorvote.com.au by following the instructions on the Proxy Form.

Proxy Forms and online votes must be received not less than 48 hours prior to the time of commencement of the Meeting, at which the proxy named in the Proxy Form proposes to vote (i.e. no later than 2.00pm (Sydney time) on Tuesday, 17 October 2017).

A Proxy Form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a company, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

A Proxy Form accompanies this Notice of Meeting. Additional Proxy Forms are available on request from the Company's registered office.

Undirected proxies held by the Chair of the Meeting

If you appoint the Chair of the Meeting as your proxy and if you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the Resolution to be considered at the Meeting, the Chair intends to vote in favour of the Resolution.

The Chair of the Meeting will also be deemed to be appointed where a signed Proxy Form is returned but does not contain the name of the proxy or where the person appointed on the Proxy Form is absent from the Meeting.

The Company encourages all Shareholders that submit Proxy Forms to direct their proxy how to vote on the Resolution.

Corporate Representatives

In order to vote in person at the Meeting, a Shareholder that is a corporation may appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act, meaning that the Company will require a certificate of appointment of corporate representative executed in accordance with section 250D of the Corporations Act. The completed certificate must be lodged with the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

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Glossary

In this Notice of Extraordinary General Meeting and the accompanying Explanatory Notes, the following terms have the following meanings unless the context otherwise required:

ASIC	the Australian Securities and Investments Commission
Announcement Date	24 July 2017
Associate	has the same meaning given to 'associate' in the Corporations Act for the purposes of Chapter 6, 6A, 6B or 6C of the Corporations Act
ASX	ASX Limited ACN 008 624 691, or the securities exchange operated by it
Bidder's Statement	the statement of the Bidder dated 11 September 2017
Business Day	a day other than Saturday, Sunday or a public holiday in Sydney, Australia
Company	Tian An Australia Limited ACN 009 134 114
Conditions	the conditions contained in Appendix 2 of the Bidder's Statement and summarised in the Explanatory Notes
Constitution	the Constitution of the Company, available on the Company website
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Definitive Agreements	binding agreements between Tian An Asset Investment and Xiangyu (or its nominee) to give effect to the Xiangyu Acquisition, as contemplated by the MOU
Directors	the directors of the Company
Explanatory Notes	the explanatory material accompanying this Notice of Meeting
Independent Expert	Crowe Horwath Corporate Finance (Aust) Ltd
Independent Expert's Report	the independent expert's report prepared by the Independent Expert and dated 6 September 2017 which accompanies the Target's Statement
Listing Rules	the listing rules of the ASX
Meeting	the Extraordinary General Meeting of the Company convened by this Notice of Extraordinary General Meeting, and any adjournment of that meeting
MOU	the Memorandum of Understanding between Tian An Asset Investments and Xiangyu dated 24 July 2017

Oasis Star	Oasis Star Limited, a wholly owned subsidiary of Tian An China held through Tian An Asset Investments, which is incorporated under the laws of the British Virgin Islands
Offer	the offer by Oasis Star for up to 80% of the Shares held by each other Shareholder, which offer is contained in Appendix 1 of the Bidder's Statement, as varied in accordance with the Corporations Act
Offer Period	the period during which the Offer will remain open for acceptance in accordance with Appendix 1 of the Bidder's Statement
Public Authority	any government or any governmental, semi-governmental, statutory or judicial entity, agency or authority, whether in Australia, or elsewhere, including any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, including the ASX or any other stock exchange
Related Entity	in relation to any entity, an entity which is a related body corporate of that entity under section 50 of the Corporations Act
Resolution	the resolution contained in this Notice of Meeting for consideration and approval by the Shareholders at the Meeting
Shares	fully paid ordinary shares in the Company
Shareholder	a person registered in the Company's register of members as a holder of Shares
Target's Statement	the statement of the Company under Part 6.5 of the Corporations Act dated 11 September 2017
Tian An China	Tian An China Investments Company Limited, a company incorporated under the laws of Hong Kong, and listed on the Stock Exchange of Hong Kong Limited
Tian An Asset Investments	Tian An Asset Investments Company Limited, a wholly owned subsidiary of Tian An China which owns the entire share capital of Oasis Star
Xiangyu	Xiangyu Real Estate Group Company Ltd, a wholly-owned subsidiary under Xiamen Xiangyu Group Corporation. References to Xiangyu are references to Xiangyu and its Related Entities (as the context requires)
Xiangyu Acquisition	the transaction proposed by the MOU between Xiangyu and Tian An Asset Investments under which Xiangyu is to acquire 50% of the shareholding interest in Oasis Star, subject to the satisfaction of certain conditions

Explanatory Notes

These Explanatory Notes contain background material to assist Shareholders in relation to the items of business to be considered at the Meeting and in deciding how to vote on the Resolution set out in this Notice of Meeting. These Explanatory Notes should be read in conjunction with the accompanying Notice of Meeting and Independent Expert's Report.

These Explanatory Notes and all attachments are important documents and should be read carefully and in their entirety before making any decision in relation to the Resolution.

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Resolution: Approval of the Proportional Takeover Offer

1. Details of the Offer

1.1 Offer

On 24 July 2017, Oasis Star, a wholly owned subsidiary of Tian An China (held through Tian An Asset Investments), announced that it intended to make a proportional takeover offer for the Company. On 13 September 2017, Oasis Star sent its Bidder's Statement to Shareholders. The Bidder's Statement sets out the terms and conditions to the Offer.

The Offer is a proportional takeover offer made under section 618(1)(b) of the Corporations Act, and is subject to clause 14.6 of the Constitution of the Company.

The Offer is for up to 80% of the Shares of each Shareholder other than Oasis Star, and is made pursuant to the Bidder's Statement dated 11 September 2017 which was served on the Company on 11 September 2017.

1.2 Share Consideration

Oasis Star is offering \$1.30 for each Share subject to the Offer, in an all-cash off-market takeover Offer.

The Offer consideration will only become payable to Shareholders if all the Conditions are satisfied or waived. One of the Conditions is Shareholder approval the subject of this Resolution. The other Conditions are set out in summary below, and in further detail in the Bidder's Statement.

1.3 Offer Conditions

The Offer is subject to a number of Conditions. These Conditions are set out in Appendix 2 of the Bidder's Statement, and are summarised briefly below:-

Minimum acceptance

Oasis Star receiving sufficient acceptances so that, following completion of the Offer, it will own at least 50.1% (by number) of the Shares on issue at the end of the Offer Period.

No regulatory action

Between the Announcement Date and the end of the Offer Period (inclusive) there is no application, action or decision threatened, announced or issued by any Public Authority in consequence of, or in connection with, the Offer.

No material adverse change

Between the Announcement Date and the end of the Offer Period (inclusive), no matter or thing occurs, which will have, or could reasonably be expected to have a material adverse effect on the Company or any of its subsidiaries.

No prescribed occurrences

Between the Announcement Date and the date 3 Business Days after the end of the Offer Period (each inclusive), none of the following prescribed occurrences happen:

- (a) the Company converts all or any of its Shares into a larger or smaller number of Shares;
- (b) the Company reduces its share capital;
- (c) the Company enters into a buy-back agreement;
- (d) the Company or a subsidiary issues Shares or grants an option over Shares;
- (e) the Company or a subsidiary agrees to issue convertible notes;
- (f) the Company or a subsidiary agrees to dispose of its business or property;
- (g) the Company or a subsidiary agrees to charge its business or property;
- (h) the Company or a subsidiary is, or takes steps towards being, externally administered or wound up.

No persons entitled to exercise or exercising rights under certain agreements or instruments

Between the Announcement Date and the end of the Offer Period (each inclusive), there is no person (excluding any Associate of Tian An China) asserting a right to exercise any rights under any provision of any agreement to which the Company may be bound or be subject, which could result in the business of the Company with any other person being adversely affected.

No material acquisitions, disposals, changes in the conduct of business or dividends

Between the Announcement Date and the end of the Offer Period (inclusive), neither the Company nor any of its subsidiaries:

- (a) enters into any transaction, which would reasonably be likely to involve a material change in the manner in which they conduct their business including any transaction which may involve:
 - (1) entering into any arrangement that is not in the ordinary course of business;
 - (2) entering into any arrangement with respect to derivative instruments;
- (b) agrees to give any encumbrance over any of its assets;
- (c) makes any change to the Constitution;
- (d) amends the terms of issue of any securities;
- (e) enters into a restraint of trade or makes voluntarily changes to any accounting policy;
- (f) agrees to amend any arrangement with a Related Entity;
- (g) materially increases the benefits for its employees;
- (h) enters into any enterprise bargaining agreement; or
- (i) announces any dividend.

2. Xiangyu Acquisition

2.1 Background

On 24 July 2017, Tian An Asset Investments, which is a wholly owned subsidiary of Tian An China, and which owns the entire share capital of Oasis Star, entered into a memorandum of understanding with Xiangyu. The MOU contemplates Tian An Asset Investments and Xiangyu entering into the Definitive Agreements to give effect to the Xiangyu Acquisition, subject to the satisfaction of certain conditions.

2.2 Conditions to the Xiangyu Acquisition

Completion of the Xiangyu Acquisition is subject to the following conditions:

- (a) approval of the acquisition by Shareholders for the purpose of item 7 of section 611 of the Corporations Act;
- (b) the approval of ASX (if required);
- (c) the approval of the Stock Exchange of Hong Kong Limited (if required);
- (d) the approval of the Australian Foreign Investment Review Board (if required);
- (e) the approval of the relevant government authorities in the People's Republic of China;
- (f) the approval of any other necessary government and/or regulatory bodies;
- (g) the approval of the board of directors of Tian An Asset Investments;
- (h) the approval of the board of directors of Xiangyu; and
- (i) Xiangyu conducting due diligence in respect of Oasis Star and the Company, the results of which it considers to be satisfactory.

2.3 Timing of Xiangyu Acquisition and Shareholder approval

As the Definitive Agreements have not been entered into, the exact date for the completion of the Xiangyu Acquisition is not known. However, it is not expected that such Definitive Agreements will be completed before the completion of the Offer.

For the purposes of obtaining the approval of Shareholders, the Company only expects to convene a meeting of Shareholders once the Definitive Agreements have been entered into, and accordingly, does not intend to convene a meeting for this purpose before the Offer closes. The notice of meeting at that time will include further information regarding the Definitive Agreements, the transaction contemplated by them, as well as a report prepared by an independent expert regarding the fairness and reasonableness of that transaction to Shareholders.

2.4 Consideration Payable under the Xiangyu Acquisition

According to the MOU, the consideration payable by Xiangyu to Tian An Asset Investments under the Xiangyu Acquisition would be the aggregate of:

- (a) 50% of the value of all issued shares in the Company held by Oasis Star following completion of the Offer (on the basis that the value of each Share would be taken to be \$1.30, being the Offer price) but subject to the maximum of the audited net asset value per share in the Company as at the to be determined reference date; and
- (b) an interest charge of 6% per annum accrued on 50% of the total amount expended by the Company and/or Oasis Star in completing the Offer during the period commencing from the full payment of the consideration by Oasis Star under the Offer until the date of payment by Xiangyu to Tian An Asset Investments.

In addition, Xiangyu will reimburse Tian An Asset Investments for its proportionate costs in conducting and completing the Offer and associated costs.

2.5 Relevant interest of Xiangyu

Xiangyu is party to the MOU under which it undertakes (whether in its own capacity, or through a nominee) to enter into the Definitive Agreements. In accordance with its terms, the MOU does not confer on Xiangyu any control over, or power to substantially influence the exercise of voting rights attached to, Shares (namely the Shares held by Oasis Star), nor does it restrict the disposal of any Shares (namely the Shares held by Oasis Star). The provisions of the MOU are further subject to the approval of Shareholders so that in any event, Xiangyu is not deemed to have a relevant interest in the Shares held by Oasis Star in accordance with the exception under section 609(7) of the Corporations Act.

Depending on the terms of the Definitive Agreements entered into, Xiangyu (or its nominee) may further acquire a relevant interest in the Shares held by Oasis Star:

- (a) on entry into the Definitive Agreements; or
- (b) on completion of the Definitive Agreements in accordance with their terms.

Further, the number of Shares that Oasis Star may have a relevant interest in, and in which Xiangyu (or its nominee) may have a relevant interest, will change between the date the Offer opens, and the date on which the Definitive Agreements are completed in accordance with their terms.

The table in Section 4 below sets out the potential relevant interest in Shares of Oasis Star based on the level of acceptances of the Offer. If and when Xiangyu obtains a relevant interest in the Shares, it will have the same relevant interest in Shares as Oasis Star.

2.6 Voting power of Xiangyu

Despite not having a relevant interest in Shares, as disclosed to the ASX on 25 August 2017, Xiangyu has a voting power in the Company that is the same as Oasis Star's voting power in the Company. The voting power of both Xiangyu and Oasis Star will correspond to the number of Shares in which Oasis Star will have a relevant interest in as the Offer progresses and completes. The table in Section 4 below sets out the potential voting power of Oasis Star in the Company based on the level of acceptances of the Offer.

2.7 About Xiangyu and its Associates

Xiangyu is the real estate arm of, and a wholly-owned subsidiary under, Xiamen Xiangyu Group Corporation. It has operations in Shanghai, Jiangsu, Fujian, Chongqing, Hunan and other areas in China.

Founded on 28 November 1995, Xiamen Xiangyu Group Corporation is a wholly state-owned enterprise with its headquarters in Xiamen, China.

Xiamen Xiangyu Group Corporation has over 200 investment companies, 160 wholly-owned companies and investment holding companies as well as 7,000 employees.

Xiamen Xiangyu Group Corporation engages in industrial and residential real estate, trading, logistics and financial services and investment.

3. Intentions of Oasis Star

Oasis Star intends to maintain the listing of the Company on the ASX.

Oasis Star is supportive of the current Directors and management team of the Company, and their current strategy and has no current intention to make any substantive changes to the operations of the Company.

If the Offer is completed, Oasis Star intends to appoint two additional directors to reflect the acquisition of control by Oasis Star. As a result, Mr Arthur Dew and two additional directors would be Oasis Star appointees, and Mr Marcus Seow and Ms Cerena Fu would continue in their roles.

Oasis Star will be supportive of the Company making further investments to expand its operations and hiring additional appropriately qualified staff to support such expansion.

4. Relevant interest and voting power of Oasis Star

As at Friday, 8 September 2017, Oasis Star has a relevant interest in 30,693,124 Shares, representing a voting power in the Company of 35.44%.

As the Offer progresses, the number of Shares (and percentage of all Shares) in which Oasis Star will have a relevant interest will increase as Shareholders accept the Offer.

The exact number of Shares (and percentage of all Shares) in which Oasis Star will have a relevant interest at successful completion of the Offer is currently unknown, however, the Offer is conditional on Oasis Star holding at least 50.1% of the Shares at the end of the Offer. Accordingly, the following table sets out the potential number of Shares in which Oasis Star will have a relevant interest, and its voting power in the Company, based on the level of acceptances of the Offer by Shareholders. The number below take into account Oasis Star acquiring the entire holding of Shareholders who would otherwise be left with an unmarketable parcel after acceptance of the Offer, but does not take into account the effects of rounding.

Percentage of the maximum number Shares in respect of which the Offer may be accepted						
	0% (ie current holding)	30%	50%	70%	90%	100%
Shares in which Oasis Star will have a relevant interest	30,693,124	44,246,612	53,282,270	62,317,929	71,353,588	75,871,418
Voting Power of Oasis Star	35.44%	51.09%	61.52%	71.95%	82.39%	87.60%

5. Constitutional requirement for Shareholder approval

One of the Conditions set out above is approval of the Offer by Shareholders under clause 14.6 of the Constitution.

On Friday, 20 November 2015, at the Annual General Meeting, the Company resolved as a Special Resolution:

“That the proportional takeover provisions in Section 14.6 of the Constitution be renewed for a period of 3 years with effect from the date on which this resolution is passed”

Clause 14.6 of the Constitution prohibits the registration of transfers resulting from acceptances of the Offer unless and until the proportional takeover offer has been approved by those persons who hold Shares at the end of the day the first offer under the proportional takeover offer is made (i.e. Wednesday, 13 September 2017).

A proportional takeover offer may enable control of the Company to pass to a person without Shareholders having the opportunity to sell all of their shares to the relevant bidder. Therefore, Shareholders may be exposed to the risk of being left as minority Shareholders in the Company and of the relevant bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares.

Accordingly, a proportional takeover provision has historically been included in the Constitution to give Shareholders the opportunity to determine whether or not a proportional takeover offer should proceed.

This Resolution will be passed if more than 50% of votes cast by Shareholders entitled to vote on Resolution are in favour of the Resolution.

If this Resolution is not passed:

- (a) all Offers that have not been accepted, and any acceptances that have not resulted in binding contracts, are deemed to be withdrawn, and Oasis Star must return to the relevant Shareholders the documents received by way of acceptance; and
- (b) all binding acceptances must be rescinded by Oasis Star as soon as practicable after the Resolution is not passed, in the absence of those binding acceptance being rescinded by the accepting Shareholder.

If this Resolution is passed, then:

- (a) all Offers that have been accepted will remain in force and will not be rendered ineffective; and
- (b) Shareholders who have not already accepted the Offer may accept or reject the Offer on the terms of the Offer.

6. Reasons to vote in favour of the Resolution

6.1 Reason 1: You wish to accept the Offer

Shareholders who intend to accept the offer should vote in favour of the Resolution, as approval of the Resolution is a Condition. Reasons why Shareholders may wish to accept the Offer are detailed in both the Bidder's Statement and the Target's Statement. A summary of those reasons are set out below.

(a) The Offer represents a premium to recent market prices

The \$1.30 cash per Share payable under the Offer represents a premium over the historic price of the Shares as illustrated below:



(b) The Offer allows accepting Shareholders to receive cash

The Offer allows accepting Shareholders to receive \$1.30 per Share in cash for up to 80% of their shareholding. This delivers certainty and immediate value at a premium to recent trading prices.

(c) The Independent Expert views the Offer as reasonable (even though not fair to all Shareholders)

The Independent Expert has estimated the fair market value of the Shares to be in the range of \$1.39 to \$1.45 per Share. As such, the Independent Expert views the Offer as “not fair”. However, the Independent Expert has assessed the Offer as “reasonable” and that Shareholders would be better off accepting the Offer.

A full copy of the Independent Expert’s Report is included in the Target’s Statement, which accompanies this Notice of Meeting.

(d) The Share price may fall following completion of the Offer

After the Offer has been completed or withdrawn it is likely that the Shares will trade below the Offer price in the foreseeable future.

(e) A superior proposal is unlikely to emerge

In light of Oasis Star holding 35.44% of the Shares as at the date of this Notice of Meeting, the Directors believe that it is unlikely that a superior proposal will emerge for the Shares before the end of the Offer Period.

(f) The Offer provides you with continued participation in the Company’s performance

Oasis Star’s Offer is structured as a proportional takeover offer (as opposed to a complete takeover or a dilutive event) so that Shareholders who choose to accept the Offer can retain an interest in the Company.

Accordingly, in addition to realising a substantial premium for up to 80% of their shareholding, the Offer enables accepting Shareholders to participate in the Company’s business alongside Oasis Star through their remaining shareholding, and realise any increase in the value of their Shares as a result after the completion of the Offer.

6.2 Reason 2: Oasis Star’s increased shareholding in the Company will give the Company greater access to funding and resources

Tian An China, the ultimate holding company of Oasis Star, is a company listed on the main board of the Stock Exchange of Hong Kong Limited and is a major real estate and investment company concentrating on large-scale developments. By becoming a subsidiary of Tian An China on completion of the Offer, the Company will be afforded greater access to:

- (a) funding (whether through debt or equity, subject to compliance with the takeover provisions of the Corporations Act); and
- (b) resources relevant to its operations, such as the expertise of Tian An China personnel, and Tian An China’s network of suppliers and customers.

Shareholders who wish to have maximum exposure to the above benefits can vote in favour of the Resolution whilst not accepting the Offer.

7. Reasons to not vote in favour of the Resolution

7.1 Reason 1: Existing Shareholders will have a minority ownership in the Company

Oasis Star currently owns 35.44% of the Shares. Further, the Offer is conditional on, amongst other Conditions, Oasis Star increasing its shareholding to 50.1% on completion of the Offer, which Condition may be waived by Oasis Star. Assuming that the current Conditions of the Offer are satisfied (without waiver), Oasis Star will control at least 50.1% of the Shares in the Company on Completion of the Offer. This has a number of possible implications, including:

- (a) Oasis Star will control the majority of the votes at a general meeting, and will therefore be able to unilaterally pass shareholder resolutions (other than those which require a special resolution);
- (b) Oasis Star will control the board of the Company, and therefore make decisions regarding the strategic direction of the Company;
- (c) if Oasis Star receives sufficient acceptances under the Offer to increase its shareholding to 75% of the Company, it will be able to unilaterally pass special shareholder resolutions, which will enable it to amend the Constitution, amongst other things; and
- (d) a third party will not be able to make a successful takeover offer for the Company without the support of Oasis Star.

7.2 Reason 2: There may be reduced liquidity in the Shares

Liquidity in the Shares is likely to reduce on completion of the Offer. Depending on the number of Shares Oasis Star acquires under the Offer, the effect on liquidity may be substantial, which may adversely affect the value at which Shareholders are able to dispose of their retained Shares.

8. Directors Recommendation

The Directors, with the exception of Mr Dew (who does not make a recommendation), recommend that Shareholders vote in favour of the Resolution.



TIAN AN AUSTRALIA

ABN 12 009 134 114

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 1282 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 113 236
(outside Australia) +61 3 9415 4019

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

Proxy Form

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Vote and view the Notice of Meeting online

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



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999

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

For your vote to be effective it must be received by 2.00pm (Sydney time) on Tuesday, 17 October 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole Director who is also the sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Tian An Australia Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Tian An Australia Limited to be held at Level 5, Transport House, 99 Macquarie Street, Sydney NSW 2000 on Thursday, 19 October 2017 at 2.00pm (Sydney time) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

1 Approval of the Proportional Takeover Offer

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

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