



28 September 2017

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

By fax: 1300 135 638

Dear Sir/Madam

First Supplementary Bidder's Statement – proportional takeover bid for Tian An Australia Limited

We act for Oasis Star Limited (**Oasis Star**).

Pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth), we enclose the first supplementary bidder's statement in relation to Oasis Star's off-market proportional takeover bid to acquire 80% of each shareholder's shares in Tian An Australia Limited (**TIA**) that it does not own.

The first supplementary bidder's statement has today also been lodged with the Australian Securities and Investments Commission and sent to TIA.

Yours faithfully

Handwritten signature of Jeff Mansfield in black ink.

Jeff Mansfield
Partner

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Handwritten signature of Robert Kerr in black ink.

Robert Kerr
Senior Associate

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This document is important and requires your immediate attention.

You should read this document in its entirety. If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.

First Supplementary Bidder's Statement

for the Offer by
Oasis Star Limited

to purchase 80% of your shares in
Tian An Australia Limited

ACN 009 134 114

For each Target share, you will receive A\$1.30
(subject to the terms and conditions of the Offer)

The date of this Offer is 13 September 2017 and the Offer will close
at 7.00pm (Sydney time) on 3 November 2017,
unless extended or withdrawn

Legal Adviser


ADDISONS

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KEY DATES

Date of Bidder's Statement	11 September 2017
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Date of Offer	13 September 2017
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Date of this First Supplementary Bidder's Statement	28 September 2017
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Offer closes (unless extended or withdrawn)	3 November 2017
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KEY CONTACTS

Share registrar for the Offer:

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

Oasis Star Offer Information Line:

- 1300 113 236 (within Australia); or
- +61 3 9415 4019 (outside Australia),

which is available from Monday to Friday between 8.30am and 5.00pm (Sydney time). Calls to this number may be recorded.

IMPORTANT NOTICES

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) issued by Oasis Star Limited (**Oasis Star**), a company incorporated under the laws of British Virgin Islands with registration number 351359 and indirectly wholly owned by Tian An China Investments Company Limited, a company incorporated under the laws of Hong Kong. It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to Oasis Star's bidder's statement dated 11 September 2017 (**Bidder's Statement**) in respect of Oasis Star's off-market proportional takeover bid to acquire 80% of each shareholder's shares in Tian An Australia Limited ACN 009 134 114 (**TIA**) that it does not own.

This First Supplementary Bidder's Statement is dated 28 September 2017. It supplements, and should be read together with, the Bidder's Statement. To the extent of any inconsistency between this document and the Bidder's Statement, this document will prevail.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 28 September 2017. Neither ASIC nor its officers take any responsibility for the content of this First Supplementary Bidder's Statement.

DEFINED TERMS

Unless the context requires otherwise, capitalised words in this First Supplementary Bidder's Statement have the meaning given to them in the Bidder's Statement.

SUPPLEMENTARY STATEMENTS

Compulsory acquisition threshold

As noted in the Bidder's Statement, Oasis Star's maximum potential Relevant Interest in TIA following completion of the Offer is 87.6%. That percentage includes any additional parcels of Shares that Oasis Star may be required to acquire if acceptance of the Offer by any Shareholders would result in those Shareholders having less than a Marketable Parcel, in which case section 1(d) of Appendix 1 of the Bidder's Statement will apply and the Offer will be extended to the entire parcels of Shares held by any such Shareholders.

Oasis Star's current intention is to maintain the listing of TIA on the ASX and Oasis Star does not wish to acquire a Relevant Interest in TIA Shares in excess of 87.6%. As a result, Oasis Star will not have any right to compulsorily acquire any TIA Shares in connection with the Offer.

However, for the information of Shareholders, there is a general compulsory acquisition threshold of 90%. Therefore, if Oasis Star's intentions were to change and it were to obtain a Relevant Interest in 90% or more (by number) of TIA Shares at any time after the close of the Offer, it would have the right to compulsorily acquire all remaining TIA Shares which it did not own in accordance with the process prescribed by Chapter 6A of the Corporations Act. That right, if not exercised, would expire if the compulsory acquisition process was not commenced within 6 months of the right arising.

Pursuant to item 9 of section 611 of the Corporations Act, Oasis Star is able to increase its Relevant Interest in TIA Shares by up to 3% every 6 months without being required to make a takeover bid in accordance with Chapter 6 of the Corporations Act. If Oasis Star seeks to exercise this right after close of the Offer and obtains a Relevant Interest in 90% or more (by number) of the TIA Shares on issue, it could then exercise its general compulsory acquisition right to acquire the remaining TIA Shares held by minority shareholders.

If after close of the Offer, Oasis Star moved to acquire 90% or more of the TIA Shares on issue and used the general compulsory acquisition process to acquire the balance of the TIA Shares on issue, that process would be conducted in accordance with Chapter 6A of the Corporations Act. Chapter 6A imposes protections for minority shareholders including that Oasis Star would be required to offer a cash sum for the TIA Shares, to provide an independent expert report addressing whether the consideration is fair value, and if holders of 10% or more of the balance of the minority TIA Shares objected to the compulsory acquisition, Oasis Star would be required to seek court approval for the acquisition and bear the cost of court proceedings. If court proceedings were commenced, the onus would be on Oasis Star to establish that its offer represented fair value.

Present employees

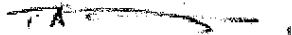
As noted in the Bidder's Statement, Oasis Star is supportive of the board of directors and management team of TIA and their current strategy and has no current intention to make any substantive changes to the operations of TIA. However, if the bid proceeds, Oasis Star may appoint additional directors to reflect the acquisition of control by Oasis Star. Oasis Star will be supportive of TIA increasing its operations and hiring sufficient properly qualified staff in support of such increases.

Oasis Star has no current intention to change any employment arrangements in respect of the present employees of TIA.

APPROVAL OF FIRST SUPPLEMENTARY BIDDER'S STATEMENT

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Oasis Star.

Signed by **Tao Tsan Sang**



Director, Oasis Star Limited

Date: 28 September 2017

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