



TIAN AN AUSTRALIA LIMITED
ACN 009 134 114

NOTICE OF ANNUAL GENERAL MEETING

Date and time of Annual General Meeting

Friday, 17 May 2019 at 2:00pm (Sydney time)

Place of Annual General Meeting

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

Important notice

This Notice of Meeting and Explanatory Notes should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

For personal use only

Notice of Annual General Meeting

Tian An Australia Limited
ACN 009 134 114

Notice is hereby given that the Annual General Meeting will be held at:

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

Date: Friday, 17 May 2019

Time: 2:00pm (Sydney time)

Items of business

General business

Annual Report

To receive and consider the Company's financial report, together with the Directors' report (including the Remuneration Report) and the auditor's report for the financial year ended 31 December 2018.

Note: There is no requirement for Shareholders to approve these reports.

Formal business

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 31 December 2018 be approved and adopted."

Voting prohibition

The Company will disregard any votes cast on Resolution 1 by any member of the key management personnel whose remuneration details are included in the Remuneration Report and a closely related party of such a member (each an **Excluded Person**). However, the Company will not disregard a vote if it is not cast on behalf of an Excluded Person and either:

- (1) it is cast by an Excluded Person as proxy for a person who is entitled to vote on Resolution 1, and the proxy form specifies how the proxy is to vote on the proposed resolution; or
- (2) it is cast by the Chair acting as proxy (by appointment or by default), and the appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 2: Re-election of Peter Curry as a Director

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

“That Mr Peter Curry, who retires as a Director in accordance with Clause 21.3(1) of the Constitution and being eligible offers himself for re-election, be re-elected as a Director.”

Resolution 3: Re-election of Peter Brown as a Director

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

“That Mr Peter Brown, who retires as a Director in accordance with Clause 21.3(1) of the Constitution and being eligible offers himself for re-election, be re-elected as a Director.”

Resolution 4: Re-election of Cerena Fu as a Director

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

“That Ms Cerena Fu, who retires as a Director in accordance with Clause 21.3(2) of the Constitution and being eligible offers herself for re-election, be re-elected as a Director.”

Resolution 5: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following as a Special Resolution:

“That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities of up to 10% of the issued share capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.”

Voting Prohibition

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is expected to participate in the issue of Equity Securities under this Resolution and a person who might obtain a material benefit as a result of the issue of Equity Securities under this Resolution, except a benefit solely by reason of being a holder of ordinary securities, and any associates of those persons. However, the Company will not disregard a vote if:

- (1) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (2) it is cast by the Chair acting as proxy (by appointment or by default) for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Resolution 6: Changes to Constitution (Proportional Takeover Provision)

To consider and, if thought fit, to pass, with or without amendment, the following 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.”

By order of the Board

Hai-Young Lu
Company Secretary
11 April 2019

Voting information

Voting entitlements

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 7:00pm (Sydney time) on Wednesday, 15 May 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Lodging your proxy form

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below **no later than 48 hours** before the commencement of the Meeting, that is 2:00pm (Sydney time) on Wednesday, 15 May 2019. Any proxy form received after that time will not be valid.

By mail:	By fax:
Computershare Investor Services Pty Limited	(within Australia) 1800 783 447
GPO Box 242 Melbourne, Victoria 3001 Australia	(outside Australia) +61 3 9473 2555
For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.	

Glossary

In this Notice of Meeting and the accompanying Explanatory Notes, the following terms have the following meaning unless the context otherwise requires:

Annual Report	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 31 December 2018 of the Company.
ASX	means the securities exchange operated by ASX Limited.
Board	means the Board of Directors.
Chair	means the chair of the Meeting.
Company	means Tian An Australia Limited ACN 009 134 114.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Securities	means a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX classifies as an equity security.
Explanatory Notes	means the explanatory material accompanying this Notice of Meeting.
Listing Rules	means the listing rules of ASX.
Meeting	means the Annual General Meeting convened under the Notice.
Notice of Meeting or Notice	means this notice of meeting and accompanying Explanatory Notes.
Option	means an option to acquire a Share.
Ordinary Resolution	means a resolution that has been passed by at least 50% of the votes cast by Shareholders entitled to vote on that resolution.
Remuneration Report	means the remuneration report included in the Annual Report.
Resolution	means a shareholder resolution to be considered at the Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Special Resolution	means a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on that resolution.
Trading Day	means a day determined by ASX to be a trading day in accordance with Listing Rules.
VWAP	means the volume weighted average price.

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 Resolutions set out in this Notice of Meeting. These Explanatory Notes should be read in conjunction with the accompanying Notice of Meeting.

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 Resolutions.

Annual Report

Section 317 of the Corporations Act requires the Directors to put before the Meeting the Annual Report comprising the financial report, directors' report (including the Remuneration Report) and the auditor's report, for the last financial year that ended before the Meeting.

The Chair will allow a reasonable opportunity for the Shareholders to ask questions or make statements in relation to the Annual Report, but no formal resolution to adopt the Annual Report will be put to Shareholders at the Meeting (except for Resolution 1 regarding adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report. In addition to taking questions at the Meeting, written questions about:

- the content of the auditor's report; and
- the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the registered office of the Company.

A copy of the Annual Report is available at www.tianan.com.au within the "Investors" section of the website.

RESOLUTIONS

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution adopting the Remuneration Report be put to the Shareholders at the Meeting. The vote on this Resolution is advisory only and does not bind the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

In accordance with section 250SA of the Corporations Act, the Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The Remuneration Report is set out on pages 7 to 11 of the Annual Report.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1, and expressly note that the Chair intends to vote undirected proxies in favour of Resolution 1, and that other members of key management personnel or any closely related party of such a member will not be able to vote undirected proxies.

Resolutions 2, 3 and 4: Re-election of Director

In accordance with Clause 21.3(1) of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the Board, and not re-appointed by a general meeting since the previous annual general meeting must retire at the next annual general meeting. The Constitution further provides that a Director retiring in those circumstances is eligible for re-election at that annual general meeting.

In accordance with Clause 21.3(2) of the Constitution, one third of the Directors who are not the Managing Director, an Alternate Director or were not appointed to fill a casual vacancy by the Board since the previous Meeting, must retire each annual general meeting of the Company. The Constitution further provides that a Director retiring in those circumstances is eligible for re-election at that annual general meeting.

Of the present Board, Mr Peter Curry, Mr Peter Brown and Ms Cerena Fu will be subject to retirement in accordance with Clause 21.3.

A summary of the qualifications and experience of Mr Curry, Mr Brown and Ms Fu is provided below:

Peter Curry

Independent Non-Executive Director

Mr Peter Curry was appointed a Non-Executive Director of the Company in February 2019.

Mr Curry was an Executive Director and group CFO of Sun Hung Kai & Co. Limited, a Hong Kong listed financial services and investment company until his retirement in 2018. He remains a Non-Executive Director of that company.

Prior to that, Mr Curry has had a broad range of professional and business experience over 45 years in a range of industries including natural resources, property and financial services. He has acted as a director of a number of private and public companies and has been involved in a range of public and private capital raisings, mergers and acquisitions as well as providing corporate and financial advisory services in relation to a variety of business transactions.

Mr Curry holds Bachelor of Commerce and Bachelor of Laws degrees from the University of NSW. He is a Chartered Accountant and was admitted as a non-practising barrister to the Supreme Court of NSW.

Other current directorships of listed companies

Mr Curry is a Non-Executive Director of Sun Hung Kai & Co. Limited.

Former directorships of listed companies in last three years

Mr Curry was previously an alternate director to Mr Lee Seng Hui of APAC Resources Limited.

Peter Brown

Independent Non-Executive Director

Mr Peter Brown has in excess of 30 years' experience in property development having been CEO and Managing Director of FKP Property Group (now Aveo Group) and having held senior executive positions in national ASX listed companies including, Thakral Holdings Group Limited, Walker Corporation Limited and Australand Property Group.

Mr Brown's previous director appointments included Port Bouvard Limited (now TIA), Forest Place Group Limited and Chairman of Metlifecare Limited (a company listed on the New Zealand Stock Exchange).

Other current directorships of listed companies

n/a

Former directorships of listed companies in last three years

n/a

Cerena Fu

Independent Non-Executive Director

Ms Cerena Fu was appointed to the Board on 5 April 2013. Cerena is the principal of CFC Lawyers, a legal practice established in 2004 based in Double Bay, New South Wales. Cerena has acted for both local and international clients on numerous significant property and investment transactions, business acquisitions and commercial retail leases. Cerena has been involved in all aspects of commercial financing, including acting for both mortgagees and mortgagors and has successfully commenced and conducted commercial litigation.

Ms Fu is admitted to practice in the Supreme Court of New South Wales, the Federal Court of Australia and the High Court of Australia and is a member of the Law Society of New South Wales. She holds a degree in law from the University of New South Wales and a Master's degree from the University of Sydney.

Other current directorships of listed companies

n/a

Former directorships of listed companies in last three years

n/a

Directors' recommendation

The Directors, with the exception of Mr Curry, Mr Brown and Ms Fu in relation to Resolutions 2, 3 and 4 respectively, recommend that Shareholders vote in favour of Resolutions 2, 3 and 4.

Resolution 5: Approval of Additional 10% Placement Capacity

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Meeting (**10% Placement Capacity**).

The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Eligibility criteria

An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) has a market capitalisation of \$300 million or less; and
- (b) is not included in the S&P / ASX 300 index.

The Company is an eligible entity as at the time of finalising this Notice of Meeting as the Company has a market capitalisation of circa \$35.51 million and it is not included in the S&P / ASX 300 index.

Please note that Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million and if it is included in the S&P/ASX 300 index at some time during that period, provided that the Company meets those criteria on the date of the Meeting.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a Special Resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting the Company has 86,608,830 Shares on issue.

(c) Formula for calculating the 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval; and
- (iv) less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:-

Minimum Price

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the relevant class of Equity Securities were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

Date of Issue

(b) Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(10% Placement Period).

Risk of voting dilution

(c) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under its 10% Placement Capacity, the existing Shareholders voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's quoted Equity Securities on the issue date.

As required by Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders on the basis of three different assumed issue prices and values for the variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2.

The table shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders meeting; and
- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$ 50% decrease in Issue Price	\$ Issue Price	\$ 50% increase in Issue Price
Variable A at the Annual General Meeting	10% voting Dilution	8,660,883	8,660,883	8,660,883
	Funds raised	1,775,481	3,550,962	5,326,443

50% increase in current Variable A	10% voting Dilution	12,991,325	12,991,325	12,991,325
	Funds raised	2,663,222	5,326,443	7,989,665
100% increase in current Variable A	10% voting Dilution	17,321,766	17,321,766	17,321,766
	Funds raised	3,550,962	7,101,924	10,652,886

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under its 10% Placement Capacity;
- (ii) the 10% voting dilution reflects the aggregate percentage dilution against the issued Shares at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (iii) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting;
- (iv) the table only shows the effect of issues of Equity Securities under Listing Rule 7.1A, and not the 15% placement capacity under Listing Rule 7.1;
- (v) the table assumes that only Shares are issued under the 10% Placement Capacity; and
- (vi) the current Share price is assumed to be \$0.41 as at the closing share price for 2 April 2019.

(d) The Company will only issue Equity Securities under its 10% Placement Capacity during the 10% Placement Period. In the event that Shareholders approve Resolution 5, and subsequently further approve a transaction under Listing Rule 11.1.2 or 11.2, the approval of Resolution 5 will no longer be valid, and the Company will not be able to issue further Shares under the 10% Placement Capacity.

Purpose of Issue under 10% Placement Capacity

- (e) The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:
- (i) to raise funds which may be used for general working capital, acquisition of new assets or investments (including expenses associated with such acquisition) or for other capital management purposes; or
 - (ii) as non-cash consideration, such as for the acquisition of assets, subject to applicable ASX requirements – in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(f) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and Listing Rule 3.10.5A upon issue of any Equity Securities.

Allocation under the 10% Placement Capacity

- (g) The Company's allocation policy is dependent on prevailing market conditions at the time of any proposed issue under its 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to factors, including but not limited to, the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial position and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisors (if applicable).
- (h) The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders, who are not related parties or associates of a related party of the Company.

Previous Approval under Listing Rule 7.1A

- (i) The Company previously obtained approval under ASX Listing Rule 7.1A at the Meeting held on Thursday, 10 May 2018.
- (j) In the 12 months preceding the Meeting, the Company has not issued any Equity Securities.

A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or potential Shareholder to participate in the issue of the Equity Securities. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

Given the present financial circumstances of the Company, the Directors believe this Resolution 5, if approved by Shareholders, will provide the Company with the added flexibility to raise capital quickly, if the Directors determine it to be in the best interests of the Company.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Changes to Constitution (Proportional Takeover Provisions)

Background

Under the Corporations Act, a company may include provisions in its constitution dealing with a proportional takeover offer of the company's shares (known as proportional takeover approval conditions). Under such provisions, registration of a transfer of shares under a proportional takeover bid is prohibited unless and until a resolution of Shareholders to approve the offer is passed in accordance with the provisions. If a company has included such provisions in its constitution, the Corporations Act provides that they apply for up to three years. The provisions must be renewed by way of Shareholder approval every three years (or a shorter period if provided for in the constitution) for them to continue to take effect.

Insertion of provisions in the Constitution

The Constitution contains proportional takeover provisions under Clause 14.6. Since they have not been renewed for more than three years, the current provisions have automatically ceased to have effect and are deemed omitted from the Constitution by law.

Accordingly, it is proposed that the proportional takeover provisions be reinserted into the Constitution in the same form as those provisions previously contained in Clause 14.6 of the Constitution. If approved by the Shareholders at the Meeting, the provisions will take effect for three years from the date of the Meeting.

The Corporations Act requires the Company to provide Shareholders with an explanation of the proposed proportional takeover approval provisions to ensure that the Shareholders are able to make an informed decision on whether or not to support or oppose the provisions.

What is a proportional takeover offer

A proportional takeover offer is a takeover offer sent to all Shareholders with respect to only a specified proportion of each Shareholder's shares. If a Shareholder accepts the offer under a proportional takeover offer, the Shareholder will only dispose of the specified portion of their shares in the company and retain the balance of their shares. The specified portion must be the same for each Shareholder's shares.

Effect of proposed provisions

The effect of inserting the proportional takeover approval provisions in the Constitution is that if a proportional takeover offer is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover offer. The meeting must be held at least 14 days before the offers under the proportional takeover offer closes.

The resolution will be passed if more than 50% of votes are cast in favour of the resolution, and will otherwise be taken to be rejected. If no such resolution is voted on before the approving resolution deadline, a resolution approving the proportional takeover offer is taken to have been passed.

If a resolution to approve the proportional takeover offer is voted on before the approving resolution deadline and is rejected, then all binding contracts resulting from acceptances under the proportional takeover offer are required to be rescinded by the bidder, and all unaccepted offers (and offers failing to result in binding contracts) are taken to be withdrawn. If a resolution approving the proportional takeover offer is passed or taken to have been passed, the transfers resulting from the proportional takeover offer may be registered, provided that they comply with other applicable provisions of the Corporations Act and the Constitution.

Reasons for the proposed provisions

The Directors take the view that a proportional takeover offer may enable control of the Company to pass to a person holding less than a majority interest and without Shareholders having the opportunity to sell all of their shares to the bidder.

Therefore, Shareholders may be exposed to the risk of being left as minority Shareholders in the Company and of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The Directors consider that Shareholders should have the opportunity to determine whether or not this should be permitted to occur by considering whether or not to pass a specific resolution approving a proposed takeover offer. Accordingly, the Directors have proposed re-inserting the proportional takeover provisions in the Constitution.

No present acquisition proposals

As at the date of this notice of meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages for the Directors and Shareholders

The Directors consider the primary advantage of the proposed provisions is to ensure that all Shareholders have greater control over the destiny of the Company, by having an opportunity to consider a proportional takeover offer by way of voting at a general meeting or postal ballot. The ability to vote on a proportional takeover offer gives Shareholders the opportunity to prevent it from proceeding if they do so desire and should ensure that the terms of any future proportional takeover offers are attractive to a majority of Shareholders.

The Directors also consider that the provision of the voting opportunity to Shareholders is desirable because it enables the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover offer.

The Directors consider that a potential disadvantage of the proposed provisions is that it makes it more difficult for a proportional takeover offer to proceed and thus may discourage proportional takeover offers. This in turn may reduce the opportunities which Shareholders may have to sell some of their shares at an attractive price to persons seeking control of the Company and may reduce any speculative element arising from a possible proportional takeover offer in the Company's share price. However, the Directors believe that the requirement that the views of Shareholders be obtained should not adversely affect any offer which is attractive to the majority of Shareholders.

Directors' recommendation

The Directors recommend that the Shareholders vote in favour of Resolution 6.

For personal use only



TIAN AN AUSTRALIA

ABN 12 009 134 114

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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 annual report 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: I9999999999

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 Wednesday, 15 May 2019.

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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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.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Annual General Meeting of Tian An Australia Limited to be held at Transport House, Level 5, 99 Macquarie Street, Sydney NSW 2000 on Friday, 17 May 2019 at 2:00pm (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

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.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Peter Curry as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Peter Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Cerena Fu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Changes to Constitution (Proportional Takeover Provision)	<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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