

5 May 2020

**Tian An Australia Limited (ASX: TIA)
Annual General Meeting – 5 June 2020
Attendance arrangements – COVID-19 requirements**

Dear Shareholder

Attached to this letter is the Notice (**Notice**) of Annual General Meeting of Shareholders of Tian An Australia Limited (**AGM**). Under normal circumstances shareholders would be able to attend the meeting in person or lodge a proxy vote online, by fax or by mail.

Given the current situation with COVID-19 as well as guidelines and restrictions issued by State and Federal governments on meetings and travel to date, TIA is mindful of not placing any shareholder in direct harm. Therefore the AGM is being held as a hybrid physical and virtual meeting, with shareholders strongly encouraged to attend the AGM by virtual means.

AGM held virtually:

Under the no-action statement¹ issued by ASIC on 20 March 2020, ASIC has indicated that it won't take action against companies holding virtual AGMs, provided that companies give shareholders a reasonable opportunity to vote and participate in the AGM. TIA has decided to hold the AGM as a hybrid meeting, with a quorum of shareholders nominated by the board attending the AGM physically, and the remaining shareholders strongly encouraged to participate in the AGM virtually. Any shareholders who seek to attend the AGM physically may be denied entry to the premises. Details on how you may participate in the virtual AGM are set out in the Notice.

Questions to the Board at the meeting:

Shareholders will be able to ask questions of the Board and the auditor via the virtual AGM. However, if you have any questions for the Board or the auditor, you are encouraged to email them to the Company Secretary at admin@tianan.com.au by 10:00am 4 June 2020 so that they may be adequately considered and addressed as part of the meeting.

Time will be allowed to answer the submitted questions from shareholders.

Voting at the meeting:

Shareholders are strongly encouraged to vote their shares in advance of the AGM by proxy (using the methods set out in the Notice). Proxy voting is open now, and you should submit your voting preference on or before 10:00am (Sydney time) on Wednesday 3 June 2020.

Yours Sincerely

Peter Brown

Chairman

¹ <https://asic.gov.au/about-asic/news-centre/find-a-media-release/2020-releases/20-068mr-guidelines-for-meeting-upcoming-agm-and-financial-reporting-requirements/>



TIAN AN AUSTRALIA LIMITED
ACN 009 134 114

NOTICE OF ANNUAL GENERAL MEETING

Date and time of Annual General Meeting

Friday, 5 June 2020 at 10:00am (Sydney time)

Place of Annual General Meeting

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

AND

simultaneously as a virtual meeting

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.

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 as a hybrid physical and virtual meeting at:

Venue: Transport House, Level 5, 99 Macquarie Street, Sydney NSW 2000 (note that only a quorum of Shareholders nominated by the Board will attend the Meeting physically. Shareholders are strongly encouraged to attend the Meeting virtually).

Date: Friday, 5 June 2020

Time: 10:00am (Sydney time)

Shareholders wishing to access the Meeting virtually may do so online at <https://web.lumiagm.com>, or via the Lumi AGM App. The meeting ID will be **327-588-868**. Your username will be your SRN/HIN, and your password will be the postcode registered to your holding if you are an Australian Shareholder. Foreign Shareholders should refer to the Lumi User Guide for their password details. Information regarding participation in the Meeting virtually, including browser requirements and how to download the App, is detailed in the User Guide available at <https://www-au.computershare.com/webcontent/Doc.aspx?docid={a662e7d7-1cd4-477f-b86f-5e7b75f3eeec}>. Shareholders will still be able to raise questions with the Chairman, and vote, by participating in the Meeting virtually.

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 year ended 31 December 2019.

Note: There is no vote on this item. An Explanatory Note to this item appears on page 7.

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:

"To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 31 December 2019 which forms part of the Directors Report."

Please note that the vote on the Remuneration Report is advisory and does not bind the Directors or the Company. Voting exclusions apply to this resolution. An Explanatory Note to this item appears on page 8.

Resolution 2: Re-election of Director

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

"That Mr Arthur George Dew, who retires as a Director under the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director."

An Explanatory Note to this item appears on page 8.

Resolution 3: Re-election of Director

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

“That Mr Marcus Seow, who retires as a Director under the Company’s Constitution and being eligible offers himself for re-election, be re-elected as a Director.”

An Explanatory Note to this item appears on pages 8 - 9.

Resolution 4: Appointment of Auditor

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

“That, in accordance with section 327B of the Corporations Act, and for all other purposes, BDO Audit Pty Ltd, having been nominated by a shareholder, and consented in writing to act as auditor of the Company, be appointed as auditor of the Company to fill the vacancy created by the resignation of BDO East Coast Partnership, with effect from the close of this Annual General Meeting.”

An Explanatory Note to this item appears on page 9.

Other business

To transact any other business that may be legally brought before the Meeting.

Voting Exclusion Statement – Resolution 1

For the purposes of sections 250BD and 250R of the Corporations Act 2001 (**Corporations Act**), the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member (referred to as an **Excluded Person**).

However, an Excluded Person may cast a vote as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies how the Excluded Person is to vote on Resolution 1; or
- the Excluded Person is the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the Chair is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 2 or Resolution 3 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

By Order of the Board

Hai-Young Lu
Company Secretary
5 May 2020

Proxies and Voting

Voting entitlements

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that, for the purpose of entitlement to vote at the Meeting, shares will be taken to be held by those who hold them at **7:00pm** (Sydney time) on **Wednesday 3 June 2020**. Accordingly, those persons are entitled to attend and vote at the Meeting, either in person, by proxy or attorney or, in the case of a corporate shareholder, by personal representative.

Appointing a proxy

If you are entitled to attend and vote at the Meeting, you can appoint a person as your proxy to vote your Shares. If you wish to appoint a proxy, you will need to complete and lodge the proxy form as directed below. A proxy form is enclosed with this Notice of Meeting. A proxy need not be a shareholder of the Company, and may be an individual or a body corporate. You are strongly encouraged to appoint the Chairman as your proxy as other persons nominated as your proxy may be denied entry to the Meeting due to the restrictions on public gatherings currently in place.

If you are entitled to attend and cast two or more votes at the Meeting, you may appoint two proxies and you may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

To be validly executed the proxy form must be in writing signed by the appointer or an attorney duly authorised in writing or, if the appointer is a body corporate, signed by a duly authorised officer or attorney or in accordance with the Corporations Act, or if it is otherwise electronically authenticated, must be in accordance with clause 20.6 and 20.10 of the Constitution.

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 Annual General Meeting, that is by **10:00am** (Sydney time) on **Wednesday 3 June 2020**. Any proxy form received after that time will not be valid.

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

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company's share registry by **10:00am** (Sydney time) on **Wednesday 3 June 2020** unless it has been previously provided to the Company.

If you appoint a proxy, you may still participate in the Meeting. However, your proxy's rights to speak and vote at the Meeting are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Meeting.

An appointment of a proxy is revoked (or suspended for the Meeting if a standing appointment) if the Company receives a further proxy appointment that would result in the shareholder having more proxies than the shareholder is entitled to. The proxy appointment made first in time is the first to be treated as revoked or suspended.

How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of all of the Resolutions. The Company encourages all shareholders who submit proxies to direct their proxy on how to vote in relation to each Resolution.

Corporate shareholders

Corporate shareholders who wish to appoint a representative on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative, which the representative will need to provide to the Company in order to participate in the Meeting. The authorisation will be effective for this Meeting only.

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Glossary

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

Annual General Meeting	means the annual general meeting of the Company.
Annual Report	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 31 December 2019 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 Corporations Act 2001 (Cth).
Director	means a director of the Company.
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.
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 resolutions 1, 2, 3, and 4, each a resolution for determination at the Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.

Explanatory Notes

This Explanatory Note contains an explanation of, and information about, the matters and Resolutions to be considered at the Meeting to be held on **5 June 2020 at 10:00am** (Sydney time). Given the status of the global COVID-19 pandemic at the time of this notice, and the restrictions placed at the State and Federal level on public gatherings, the Meeting is being held as a hybrid meeting. The physical meeting will be held at **Transport House, Level 5, 99 Macquarie Street, Sydney NSW 2000**.

Shareholders wishing to access the Meeting virtually may do so online at <https://web.lumiagm.com>, or via the Lumi AGM App. The meeting ID will be **327-588-868**. Your username will be your SRN/HIN, and your password will be the postcode registered to your holding if you are an Australian Shareholder. Foreign Shareholders should refer to the Lumi User Guide for their password details. Information regarding participation in the Meeting virtually, including browser requirements and how to download the App, is detailed in the User Guide available at <https://www-au.computershare.com/webcontent/Doc.aspx?docid=%7ba662e7d7-1cd4-477f-b86f-5e7b75f3eeec%7d>. Shareholders will still be able to raise questions with the Chairman, and vote, by participating in the Meeting virtually.

Shareholders should read this Explanatory Note in full. This Explanatory Note forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Note does not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

If you are in doubt about what to do in relation to any of the Resolutions or matters outlined in the Notice of Meeting or the Explanatory Note, you should consult your financial or other professional adviser.

Annual Report

The Corporations Act requires the financial statement for the year ended 31 December 2019, Directors' Report and Auditor's Declaration (collectively referred to as the **Reports**) to be laid before the Meeting. The Reports have been sent, or will be sent to shareholders before the Meeting.

Neither the Corporations Act nor the Constitution requires shareholders to vote on the Reports. However, shareholders will be given an opportunity to raise questions on the Reports at the Meeting.

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;
 - the conduct of the audit of the Annual Report;
 - the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- and
- the independence of the auditor in relation to the conduct of the audit,

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 300A of the Corporations Act requires listed companies to include a Remuneration Report within the Directors Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the Directors or the Company. However, if the Remuneration report received a “no” vote of at least 20% at the Meeting and then again at the 2021 Annual General Meeting, a resolution will be required to put to the shareholders at the 2021 Annual General Meeting as to whether another meeting of shareholders should be held within 90 days at which all Directors (other than the Managing Director) who were in office at the date of the 2021 Directors Report must stand for re-election.

Shareholders will be given the opportunity to ask questions and make comments on the Remuneration Report at the Meeting.

Directors' Recommendation

Noting that each director has a personal interest in their own remuneration as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

This resolution is subject to voting exclusions.

Resolutions 2 and 3: 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 at 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, both Mr Arthur George Dew and Mr Marcus Seow will be subject to retirement in accordance with Clause 21.3.

A summary of the qualifications and experience of Mr Dew and Mr Seow is provided below:

Resolution 2: Mr Arthur George Dew

Non-Executive Director

Mr. Arthur George Dew was appointed to the Board as a Non-Executive Director in December 2015. He graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. He is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. He is also the chairman and a non-executive director of each of Allied Properties (H.K.) Limited, APAC Resources Limited and Dragon Mining Limited, and a non-executive director of SHK Hong Kong Industries Limited and Tanami Gold NL.

Directors' Recommendation

The Directors (with the exception of Mr Dew) unanimously support the re-election of Mr Arthur George Dew and recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Mr Marcus Seow

Non Executive Director, Independent Director

Mr. Marcus Seow was appointed to the Board on 1 October 2013. He is currently a Managing Partner of Ideal Advisory, an Australian boutique property development company. Marcus is also a director with Low Yat Group, a Malaysian-based diversified property group with interests in Asia and Australia.

Directors' Recommendation

The Directors (with the exception of Mr Seow) unanimously support the re-election of Mr Marcus Seow and recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Appointment of Auditor

On 28 February 2020, the Company received notice from the Company's auditor, BDO East Coast Partnership, that it seeks to transition its audit engagements from BDO East Coast Partnership to BDO Audit Pty Ltd, and provided a consent to act as auditor from BDO Audit Pty Ltd.

BDO East Coast Partnership has therefore given notice of its intention to resign as auditor of the Company (under section 329(5) of the Corporations Act).

Subject to ASIC consenting to the resignation of BDO East Coast Partnership the Company seeks to appoint BDO Audit Pty Ltd as auditor of the Company. For this purpose, Oasis Star Limited as a shareholder of the Company, has nominated BDO Audit Pty Ltd to act as the auditor of the Company for the purposes of section 328B of the Corporations Act. A copy of that nomination is enclosed with this Explanatory Note.

On Friday 27 March 2020, the Directors passed a circular resolution of the Board to consider and resolve to approve the appointment of BDO Audit Pty Ltd as auditor of the Company, conditional upon the approval of ASIC, to that appointment.

There are no disagreements between the Company and the auditor and there are no reasons that give rise to an inability to complete any audit under the Corporations Act.

If this resolution is passed, the appointment of BDO Audit Pty Ltd as the Company's auditor will take effect once consent is received from ASIC.

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TIAN AN AUSTRALIA

ABN 12 009 134 114

TIA

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

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney time) Wednesday, 3 June 2020.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration. However you are strongly encouraged to participate virtually.

Corporate Representative

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

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 ND

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 Annual General Meeting of Tian An Australia Limited to be held as a hybrid meeting, with the physical meeting held at Transport House, Level 5, 99 Macquarie Street, Sydney NSW 2000, and the virtual meeting accessible at <https://web.lumiagm.com> on Friday, 5 June 2020 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting. You are strongly encouraged to appoint the Chairman as your proxy.

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 in step 2) 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.

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 Arthur George Dew as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Marcus Seow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

