



TIAN AN AUSTRALIA LIMITED
ACN 009 134 114

NOTICE OF ANNUAL GENERAL MEETING

Date and time of Annual General Meeting

Friday, 13 May 2022 at 12.00pm (Sydney time)

Place of Annual General Meeting

Transport House, Level 6, 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 6, 99 Macquarie Street, Sydney NSW 2000

Date: Friday, 13 May 2022

Time: 12.00pm (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 year ended 31 December 2021.

Note: There is no vote on this item. An Explanatory Note to this item appears on page 8.

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 2021 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 9.

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 Peter Curry, 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 9.

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 Ms Cerena Fu, who retires as a Director under the Company’s Constitution and being eligible offers herself for re-election, be re-elected as a Director.”

An Explanatory Note to this item appears on page 10.

Resolution 4: 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 exclusions apply to this resolution. An Explanatory Note to this item appears on page 10.

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 1 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.

Voting Exclusion Statement – Resolution 4

The company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides ; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Hai-Young Lu
Company Secretary
5 April 2022

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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 11 May 2022. 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.

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 Meeting, that is by **12.00pm** (Sydney time) on **Wednesday, 11 May 2022**. 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 **12.00pm** (Sydney time) on **Wednesday, 11 May 2022** 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 Report	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 31 December 2021 of the Company.
ASX	means ASX Limited, or the securities exchange operated it, as the context requires.
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 present and 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.
Special Resolution	means a resolution that has been passed by a least 75% of the votes cast by Shareholders present and entitled to vote on that resolution.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules

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 **Friday, 13 May 2022 at 12.00pm** (Sydney time) at **Transport House, Level 6, 99 Macquarie Street, Sydney NSW 2000**.

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 2021, 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 "Investor Centre" 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 2023 annual general meeting, a resolution will be required to put to the shareholders at the 2023 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 2023 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(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.

In accordance with Clause 21.3(3) of the Constitution, any Director who, if they did not retire at the annual general meeting, would at the next annual general meeting, have held office for more than three years, must retire at the first mentioned annual general meeting. 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 and Ms Cerena Fu will be subject to retirement in accordance with Clause 21.3.

A summary of the qualifications and experience of Mr Peter Curry and Ms Cerena Fu is provided below:

Resolution 2: Mr 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 and Air Change International Limited.

Former directorships of listed companies in last three years

None.

Directors' Recommendation

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

Resolution 3: Ms Cerena Fu

Independent Non-Executive Director

Ms Fu was appointed to the Board on 5 April 2013. Ms Fu is the principal of CFC Lawyers, a legal practice established in 2004 based in Double Bay, New South Wales. Ms Fu has acted for both local and international clients on numerous significant property and investment transactions, business acquisitions and commercial and retail leases. Ms Fu 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

None.

Former directorships of listed companies in last three years

None.

Directors' Recommendation

The Directors (with the exception of Ms Fu) unanimously support the re-election of Ms Cerena Fu and recommend that shareholders vote in favour of Resolution 3.

Resolution 4: 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 annual general meeting at which the resolution is approved (**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 \$21.65 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, or 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 x 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 other than exception 9, 16 or 17;

- (ii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;

- (iii) plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4,

- (iv) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under Listing Rule 7.1 or 7.4 (note this may include fully paid ordinary

securities issued in the 12 month period under an agreement to issue securities within Listing Rule 7.2 exception 17 where the issue is subsequently approved under Listing Rule 7.1;

- (v) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (vi) 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 relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

Specific information required by Listing Rule 7.3A

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

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 ten 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;
 - (ii) the time and date of the Company next annual general meeting; or
 - (iii) the time and 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 4 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 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:

- (a) 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 Shares issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders meeting; and
- (b) 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	\$ Current Issue Price	\$ 50% increase in Issue Price
Variable A at the Meeting	10% voting Dilution	8,660,883	8,660,883	8,660,883
	Funds raised	\$1,082,610	\$2,165,221	\$3,247,831
50% increase in current Variable A	10% voting Dilution	12,991,325	12,991,325	12,991,325
	Funds raised	\$1,623,916	\$3,247,831	\$4,871,747
100% increase in current Variable A	10% voting Dilution	17,321,766	17,321,766	17,321,766
	Funds raised	\$2,165,221	\$4,330,442	\$6,495,662

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 \$0.25 as at the closing share price for 5 April 2022.
- (c) The Company will only issue Equity Securities under its 10% Placement Capacity during the 10% Placement Period. In the event that Shareholders approve Resolution 4, and subsequently further approve a transaction under Listing Rule 11.1.2 or 11.2, the approval of Resolution 4 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

- (d) The Company may issue Equity Securities under the 10% Placement Capacity 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.
- (e) 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

- (f) 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).
- (g) 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

- (h) The Company previously obtained approval under ASX Listing Rule 7.1A at the Meeting held on Friday 14 May 2021.
- (i) 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 4, 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 4.



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 **12:00pm (Sydney time) Wednesday, 11 May 2022.**

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:

XX

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

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 6, 99 Macquarie Street, Sydney NSW 2000 on Friday, 13 May 2022 at 12:00pm (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 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 Resolution 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.

Ordinary Resolutions:

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director Mr Peter Curry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director Ms Cerena Fu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution:

Resolution 4 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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

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