



**TIAN POH RESOURCES LIMITED**

**ACN: 168 910 978**

9 October 2017

**ASX ANNOUNCEMENT**

**ASX: TPO**

Company Announcements Office

Australian Securities Exchange Limited

**Cleansing Statement**

Tian Poh Resources Limited (**Company**) confirms that the non-renounceable rights issue (**Rights Issue**) announced today is being made without a disclosure document under section 708AA of the *Corporations Act 2001 (Cth)* (Act).

In accordance with s708AA(2)(f) of the Act, the Company gives notice that:

1. The Company will offer the new ordinary shares (**New Shares**) for issue to investors without disclosure under Part 6D.2 of the Act.
2. The Company is giving this notice under s708AA(2)(f) of the Act.
3. As at the date of this notice, the Company has complied with:
  - (a) the provisions of Chapter 2M as they apply to the Company; and
  - (b) section 674 of the Act.
4. As at the date of this notice, there is no information:
  - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (b) that investors or their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the body;
    - (ii) the rights and liabilities attaching to the relevant securities.
5. The potential effect the Rights Issue will have on the control of the Company is as follows:
  - (a) if all shareholders take up their Entitlements under the offer then the Rights Issue will have no effect on the control of the Company;
  - (b) if all shareholders do not take up their Entitlements and the resultant shortfall is not taken up in full by shareholders pursuant to the shortfall facility the remaining shortfall may be taken up by the Underwriter which is a company

owned and controlled by Mr Poh Kay Ping, a director of the Company. Mr Poh's current voting power in the Company is 28.5%. The maximum voting power of Mr Poh after the Rights Issue if no other shareholders (other than the Directors who all intend on taking up their Entitlements) take up any of their Entitlements and the Underwriter takes up the resultant shortfall is 64.2%; and

- (c) Mr Tian Guangru is a substantial holder in the Company. Mr Tian's current voting power in the Company is 32.1%. If Mr Tian does not take up any of his Entitlement under the offer, his voting power will decrease by 16.1% to 16.0%.

Poh Kay Ping  
Managing Director & CEO