



TIAN POH RESOURCES LIMITED

ACN: 168 910 978

15 December 2017

ASX ANNOUNCEMENT

ASX: TPO

Company Announcements Office

Australian Securities Exchange Limited

Post Entitlement Offer Capital Structure and Appendix 3B

Tian Poh Resources Limited (the Company) advises that the capital structure of the Company after the closure of its underwritten pro-rata non-renounceable Entitlement Issue of one (1) new share for every existing share held at the Record Date at an issue price of 2 cents per share to raise up to A\$3,865,128 (Entitlement Offer) is:

Number of fully paid ordinary shares	318,974,985
RMB 10,000,000 - Convertible notes bearing 5% interest from 23 December 2013, paid annually in arrears. Maturity is in the year ending 11 November 2017 unless redeemed or converted earlier, and the Notes are convertible into fully paid ordinary shares at \$0.20 per share. This convertible note will be redeemed and the holder will use the proceeds as settlement of its underwriting obligation. Settlement of the underwriting obligation is expected on 20 December 2017.	Equivalent to 9,265,000 ordinary shares
USD 192,000 - USD convertible notes bearing 8% interest net of any applicable withholding tax, from 23 March 2016, paid annually in arrears unless redeemed or converted earlier, maturing on 22 March 2018 and convertible into fully paid ordinary shares at A\$0.02 per share.	Equivalent to 12,251,779 ordinary shares
SGD 16,050 - SGD convertible notes bearing 5% interest net of any applicable withholding tax, from 16 March 2017, paid annually in arrears unless redeemed or converted earlier, maturing on 15 March 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.	Equivalent to 1,004,129 ordinary shares
AUD 75,000 - AUD convertible notes bearing 5% interest net of any applicable withholding tax, from 18 April 2017, paid annually in	Equivalent to 5,000,000

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arrears unless redeemed or converted earlier, maturing on 17 April 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.	ordinary shares
AUD 60,000 - AUD convertible notes bearing 5% interest net of any applicable withholding tax, from 20 April 2017, paid annually in arrears unless redeemed or converted earlier, maturing on 19 April 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.	Equivalent to 4,000,000 ordinary shares

125,718,580 Shares were allotted on 14 December 2017 and the Company is seeking quotation of these securities.

In accordance with section 3.5 of the Entitlement Issue Offer Document dated 9 October 2017 the Shortfall will be taken up by Swifter Limited, a company owned and controlled by Mr Poh Kay Ping, a director of the Company. The underwriting obligation is expected to be settled and the Shortfall Shares issued on 20 December 2017.

Details of the 20 largest holders are:

Holder	Number	Percentage
POH KAY PING	91,632,478	28.727%
TIAN GUANGRU	54,992,996	17.241%
CHUA ZHI RONG	20,666,232	6.479%
TAN HWEE KHENG	19,164,800	6.008%
ANGIE NG LI LING	17,178,898	5.386%
MICHELLE KOH CHIN JU	15,776,122	4.946%
NG KIM SWEE	9,428,380	2.956%
MICHAEL KOH KOW TEE	9,368,940	2.937%
YEO HWEE BIN	8,131,803	2.549%
LIM LOON HUAT	7,714,514	2.419%
SONG ZHIQIN	5,737,500	1.799%
YEO HUI HONG	5,000,000	1.568%
CITICORP NOMINEES PTY LIMITED	4,699,837	1.473%
J P MORGAN NOMINEES AUSTRALIA LIMITED	4,340,000	1.361%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,037,249	1.266%
ERDENEBAVAR AZJARGAL	3,216,250	1.008%
BNP PARIBAS NOMS PTY LTD <DRP>	2,199,248	0.689%
BEN CHNG BENG BENG	1,587,640	0.498%
SEOW SENG WEI	1,481,760	0.465%
OW CHUN MING & VICTOR OW	1,481,760	0.465%
	287,836,407	90.238%

The distribution schedules of ordinary shares is:

	Holders	Securities
1 – 1,000	1	1
1,001 – 5,000	-	-
5,001 – 10,000	92	914,500
10,001 – 100,000	82	2,492,230
Over 100,000	83	315,568,254
	258	318,974,985

An Appendix 3B is attached.

For further information, please contact:

Poh Kay Ping
 Managing Director & CEO

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Tian Poh Resources Limited

ABN

46 168 910 978

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|------------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 125,718,580 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Shares - Fully paid |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	\$0.02 per ordinary share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Shares pursuant to a non-renounceable entitlement issue that closed on 8 December 2017.</p> <p>The entitlement issue was underwritten. Settlement with the underwriter and the issue of shortfall shares are expected on 20 December 2017.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 May 2017
6c	Number of +securities issued without security holder approval under rule 7.1	nil

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	nil	
6f	Number of +securities issued under an exception in rule 7.2	nil	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 – 26,980,090	7.1A – 32,823,999
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	14 December 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 318,974,985	+Class Ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
<p>9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<p>Equivalent to 9,265,000 ordinary shares</p> <p>This convertible note will be redeemed and the holder will use part of the proceeds as of the settlement of its underwriting obligation. Settlement of the underwriting obligation is expected on 20 December 2017.</p>	<p>RMB 10,000,000 - Convertible notes bearing 5% interest from 23 December 2013, paid annually in arrears. Maturity is in the year ending 11 November 2017 unless redeemed or converted earlier, and the Notes are convertible into fully paid ordinary shares at \$0.20 per share.</p>
	<p>Equivalent to 12,251,779 ordinary shares</p>	<p>USD 192,000 - USD convertible notes bearing 8% interest net of any applicable withholding tax, from 23 March 2016, paid annually in arrears unless redeemed or converted earlier, maturing on 22 March 2018 and convertible into fully paid ordinary shares at A\$0.02 per share.</p>

+ See chapter 19 for defined terms.

<p>Equivalent to 1,004,129 ordinary shares</p>	<p>SGD 16,050 - SGD convertible notes bearing 5% interest net of any applicable withholding tax, from 16 March 2017, paid annually in arrears unless redeemed or converted earlier, maturing on 15 March 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.</p>
<p>Equivalent to 5,000,000 ordinary shares</p>	<p>AUD 75,000 - AUD convertible notes bearing 5% interest net of any applicable withholding tax, from 18 April 2017, paid annually in arrears unless redeemed or converted earlier, maturing on 17 April 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.</p>
<p>Equivalent to 4,000,000 ordinary shares</p>	<p>AUD 60,000 - AUD convertible notes bearing 5% interest net of any applicable withholding tax, from 20 April 2017, paid annually in arrears unless redeemed or converted earlier, maturing on 19 April 2019 and convertible into fully paid ordinary shares at A\$0.015 per share.</p>

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a
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Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 new share for every existing share held by Eligible Shareholders on the Record Date
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares
15	⁺ Record date to determine entitlements	12 October 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Round up fractions to the nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	None
19	Closing date for receipt of acceptances or renunciations	8 December 2017
20	Names of any underwriters	Swifter Limited
21	Amount of any underwriting fee or commission	Nil

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	17 October 2017
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	+Issue date	14 December 2017

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date:15/12/2017.....
(Director/Company secretary)

Print name: ...Michael van Uffelen.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	202,521,405
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	125,718,580 – Subject of this Appendix 3B dated 15 December 2017 (Note: Rights Issue Exception LR 7.2)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	328,239,985

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	49,235,998
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	22,255,908 – being the equivalent number of ordinary shares calculated for convertible notes which are the subject of the Appendix 3B dated 22 November 2017
“C”	22,255,908
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	49,235,998
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	22,255,908
Total [“A” x 0.15] – “C”	26,980,090 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	328,239,985
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	32,823,999
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	32,823,999
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] – "E"	32,823,999 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.