

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme TIAN AN AUSTRALIA LIMITED ("TIA")
ACN/ARSN ACN 009 134 114

1. Details of substantial holder (1)

Name China Medical & HealthCare Group Limited and its subsidiaries, including those named in Annexure A and Ms. Shirley Chong Sok Un ("Ms. Chong")
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 19 / 07 / 2017
The previous notice was given to the company on 20 / 07 / 2017
The previous notice was dated 20 / 07 / 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	4,339,643	5.01%	13,839,643	15.98%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19.07.2017	China Medical & HealthCare Group Limited and its subsidiaries and Ms. Chong	Please refer to the attached Annexure B		13,839,643 Ordinary Shares	13,839,643

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
China Medical & HealthCare Group Limited and its subsidiaries and Ms. Chong	Please refer to the attached Annexure B			13,839,643 Ordinary Shares	13,839,643

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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
China Medical & HealthCare Group Limited and its subsidiaries and Ms. Chong	c/o 47/F., China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong

Signature

print name **Kong Muk Yin** capacity Director of China Medical & HealthCare Group Limited

sign here  date 21/07/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

(2)

Annexure A

To : TIAN AN AUSTRALIA LIMITED ("TIA")
ACN / ARSN : ACN 009 134 114

China Medical & HealthCare Group Limited

List of subsidiaries as at 21 July 2017 are as follows :

Name
1. Advance Arena Limited
2. Aveo China (Holdings) Limited
3. Aveo China Group Limited
4. Besford International Limited
5. Century Ideas Limited
6. China Online (Bermuda) Limited
7. China Online Nominees Limited
8. China Online Secretaries Limited
9. Chief Noble Limited
10. Classic Fortune Limited
11. COL Capital Limited
12. Energetic Resources Limited
13. Exceptional Talent Limited
14. Famous Mount Investments Limited
15. Focus Clear Limited
16. Forepower Limited
17. Fortune Team Investment Limited
18. Future Rise Investments Limited
19. Genwo Limited
20. Honest Opportunity Limited
21. Hongkong Digital Television Limited
22. Hotline Systems Limited
23. Join Capital Limited
24. Kintic Limited
25. LUCKY FULL INVESTMENT LIMITED
26. Mission Time Holdings Limited
27. New Chapter Profits Limited
28. Pacific Allied Limited
29. Pacific Victoria Limited
30. Rentel Limited
31. Region Victory Limited
32. Ruby Vision Limited
33. Sinway Limited
34. Sparkling Summer Limited
35. Star Paging (BVI) Limited
36. Star Telecom (China Investment) Limited
37. Star Telecom Holding Limited
38. Star Telecom Limited
39. Star Telecom Properties Limited

(3)

Name
40. Star Telecom Services Limited
41. Success East Investment Limited
42. Sunshine City (China) Limited
43. Super Red Investments Limited
44. Talent Point Global Limited
45. Tongren Medical Group Limited
46. Tongren Healthcare Group Limited
47. Tongren Medical Healthcare Group Limited
48. Top Trim Investments Limited
49. Track Record Global Limited
50. Tricom Pacific Limited
51. Tricom Tianchi Limited
52. UNION PROFIT INTERNATIONAL LIMITED
53. Victory Crown Limited
54. Victory Domain Limited
55. Vinka Limited
56. Widerich Limited
57. Yuenwell Holdings Limited
58. 星電電子技術發展(深圳)有限公司
59. 连云港嘉泰建設工程有限公司
60. 连云港海畔房地產開發有限公司
61. 洋浦兆合实业有限公司
62. 同仁医疗产业集团有限公司
63. 北京同仁医院管理有限公司
64. 東營同仁國際健康城投資有限公司
65. 南京兴健医疗器械有限公司
66. 昆明仕回維藥業有限公司
67. 南京同仁实业有限公司
68. 南京同仁醫院有限公司
69. 南京同仁康橋藥房有限公司
70. 南京同美口腔医院管理有限公司
71. 昆明同仁实业開發有限公司
72. 昆明同仁医院有限公司
73. 天頤置業發展(深圳)有限公司
74. 德地置業發展(上海)有限公司
75. 上海德地健康管理有限公司
76. 上海澳維養老院有限公司
77. 上海德頤醫院投資管理有限公司
78. 上海德頤護理院有限公司
79. 泰球(上海)投資管理有限公司

Annexure B

To : TIAN AN AUSTRALIA LIMITED ("TIA")
ACN / ARSN : ACN 009 134 114

Note :

On 19 July 2017, a sale and purchase agreement (the "Agreement") was entered between Future Rise Investments Limited ("FRI"), a wholly-owned subsidiary of China Medical & HealthCare Group Limited ("CMHG"), and the purchaser (the "Purchaser") in relation to disposal of 9,500,000 shares in the issued share capital of TIA (the "TIA Sale Shares") at the purchase price of HK\$61,759,215 (representing A\$1.05 per TIA Sale Share).

An upfront non-refundable deposit has been paid by the Purchaser to FRI upon the date of signing of the Agreement (also the date of completion, "Completion"). The Purchaser has paid the balance of the purchase price to FRI on the Completion by way of the issue of a promissory note (the "Promissory Note") in favour of FRI.


The TIA Sale Shares shall remain deposited with the securities account in the name of FRI and charged as a continuing security for the Purchaser's obligation to pay the balance purchase price by way of the Promissory Note.

On 19 July 2017, Ms. Chong Sok Un ("Ms. Chong") held approximately 45.52% interest in CMHG. Therefore, CMHG and its subsidiaries and Ms. Chong have a deemed relevant security interest in the said TIA Sale shares.

Signature

Printed Name Kong Muk Yin Capacity Director of
China Medical & HealthCare
Group Limited

Sign here



Date

21.07.2017

(5)