



30 October 2017

Market Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

By fax: 1300 135 638

Dear Sir/Madam

**Notice of change of interests of substantial holder - Notice that defeating condition to proportional takeover bid fulfilled**

We act for Tian An China Investments Company Limited (**TACI**) and its indirect wholly owned subsidiary Oasis Star Limited (**Oasis Star**) and their associates.

Enclosed is a *Notice of change of interests of substantial holder* in respect of the interests held by Oasis Star and its related bodies corporate in Tian An Australia Limited ACN 009 134 114 (**TIA**).

On 11 September 2017, Oasis Star lodged a bidder's statement in relation to an off-market proportional takeover bid to acquire 80% of the ordinary shares in TIA that it does not own (**Offer**). As a result of Oasis Star receiving acceptances of the Offer, this notice is required to be given under section 671B(1)(b) of the *Corporations Act 2001* (Cth).

Accordingly, we also enclose, by way of service pursuant to section 630(5)(b) of the *Corporations Act 2001* (Cth) and as required by section 630(4) of the *Corporations Act 2001* (Cth), notice declaring that the condition in section 1 of Appendix 2 (Minimum acceptance) of its bidder's statement dated 11 September 2017 has been fulfilled.

We also refer to:

- the *Notice of initial substantial holder* lodged on 25 July 2017 in respect of TIA on behalf of Xiangyu Real Estate Group Company Limited and its related bodies corporate (**Xiangyu Parties**); and
- the *Notice of initial substantial holder* lodged on 2 August 2017 in respect of TIA on behalf of Allied Group Limited, Allied Properties (H.K.) Limited, Fine Class Holdings Limited, China Elite Holdings Limited and Lee and Lee Trust (**Allied Parties**).

Any change of relevant interests or voting power held by TACI, Oasis Star and their associates in TIA will also result in the same change of relevant interests or voting power held by the Xiangyu Parties and the Allied Parties (as applicable). Future changes may not be separately notified on behalf of the Xiangyu Parties and the Allied Parties.

Yours faithfully

**Jeff Mansfield**  
Partner

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**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 Oasis Star Limited (Oasis Star) (and its related bodies corporate, including each of the entities listed in Annexure "A")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 27/10/2017

The previous notice was given to the company on 24/10/2017

The previous notice was dated 24/10/2017

**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)
Fully Paid Ordinary Shares (Shares)	32,702,617 (based on 86,608,830 Shares on issue)	37.76%	54,282,727 (based on 86,608,830 Shares on issue)	62.68%

**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
27/10/17	Oasis Star Limited (and its related bodies corporate, including each of the entities listed in Annexure "A")	Increase in relevant interest in TIA shares resulting from the receipt of acceptances of its off-market proportional takeover offer for TIA shares dated 13 September 2017 (Offer)	\$1.30 per ordinary share, subject to the terms of the Offer	21,580,110 Fully Paid Ordinary Shares	21,580,110

**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
Oasis Star Limited (and its related bodies corporate, including each of the entities listed in Annexure "A")	Sun Hung Kai Investment Services Limited (as nominee)	Sun Hung Kai Investment Services Limited (as nominee)	Controller of shares within the meaning of section 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	30,693,124 Fully Paid Ordinary Shares	30,693,124

Oasis Star Limited (and its related bodies corporate, including each of the entities listed in Annexure "A")	TIA shareholders who have accepted the Offer	Sun Hung Kai Investment Services Limited (as nominee)	Relevant interest under the meaning of section 608(1)(c) and 608(8) of the <i>Corporations Act 2001</i> (Cth), resulting from the receipt of acceptances of the Offer. The shares which are the subject of acceptances of the Offer have not yet been transferred into the name of Oasis Star Limited (or its nominee).	23,589,603 Fully Paid Ordinary Shares	23,589,603
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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
Not applicable	Not applicable

#### 6. Addresses

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

Name	Address
Oasis Star Limited	22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong
Tian An Asset Investments Company Limited	22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong
Tian An China Investments Company Limited	22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong
Sun Hung Kai Investment Services Limited	42nd Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

**Signature**

print name **Jeff Mansfield**

capacity **Authorised representative**

sign here



date **30/10/2017**

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**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 on 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.

### ANNEXURE "A" TO FORM 604

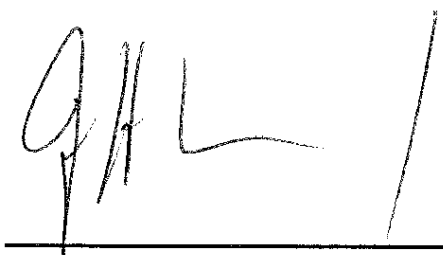
This is Annexure "A" of 1 page referred to in Form 604 – Notice of Change of Interests of Substantial Holder in respect of Tian An Australia Limited ACN 009 134 114 signed by me and dated 30/10/2017.

**Signature**

print name **Jeff Mansfield**

capacity **Authorised representative**

sign here



date **30/10/2017**

1. Tian An China Investments Company Limited (**TACI**)
2. Tian An Asset Investments Company Limited (**TAAI**)
3. Oasis Star Limited (**Oasis Star**)
4. Each other related body corporate of TACI, TAAI and Oasis Star

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**Oasis Star Limited**

British Virgin Islands registration number 351359

**Notice that defeating condition to proportional takeover bid fulfilled**

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To: ASX Limited

The Directors of Tian An Australia Limited

For the purposes of section 630(4) of the *Corporations Act 2001 (Cth)*, Oasis Star Limited gives notice declaring that the condition in relation to its off-market proportional takeover bid to acquire 80% of the ordinary shares in Tian An Australia Limited ACN 009 134 114 that it does not own (**Offer**), set out in section 1 of Appendix 2 (Minimum acceptance) of its bidder's statement dated 11 September 2017, has been fulfilled (so that the Offer has become free of that condition).