

**新鴻基有限公司****SUN HUNG KAI & CO. LIMITED**

To: Mr Phillip Hains and Mr Nathan Jong
Company Secretary
Total Brain Limited

By fax: 61 2 9279 0664

To: Australian Securities Exchange
Company Announcements Office

By fax: 1300 135 638

From: Ray Lee
Company Secretary
Sun Hung Kai & Co. Limited

9 September 2021

Dear Sir / Madam

Total Brain Limited (ACN 094 069 682) - Notice of Change of Interests of Substantial Holder

We enclose a Notice of Change of Interests of Substantial Holder (Form 604) in respect of the interests held in Total Brain Limited (ASX: TTB) by the Sun Hung Kai Group as set out in Annexure A of the enclosed Form 604.

Yours faithfully,

Ray Lee
Company Secretary
Sun Hung Kai & Co. Limited

新鴻基有限公司

香港銅鑼灣希慎道33號利園一期42樓

電話 : (852) 3748 2888

傳真 : (852) 3748 2877

網址 : www.shkco.com

SUN HUNG KAI & CO. LIMITED

42/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

General Line : (852) 3748 2888

Fax : (852) 3748 2877

Website : www.shkco.com

SHC 501WCN (42/F) 01/17



604

page 1/2

15 July 2001

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Total Brain Limited

ACN/ARSN 094 069 682

1. Details of substantial holder (1)

Name Sun Hung Kai Group as set out in Annexure A to this notice

ACN/ARSN (if applicable) N/A

There was a change in the interests of the
substantial holder on

29/07/2021

The previous notice was given to the company on

17/04/2019

The previous notice was dated

17/04/2019

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	50,625,000	7.27%	6,992,500	5.24%

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
01/05/2019 – 19/08/2021	Sun Hung Kai Group as set out in Annexure A to this notice	Share dilution due to share issues and consolidation of shares at 10:1	N/A	43,632,500 ordinary shares	43,632,500

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
Sun Hung Kai Group as set out in Annexure A to this notice	HSBC Custody Nominees (Australia) Limited	Sun Hung Kai Strategic Capital Limited *	Registered shareholder	6,992,500 ordinary shares	6,992,500

* Sun Hung Kai Global Opportunities Fund and Sun Hung Kai Strategic Capital Limited have the same relevant interest in 6,992,500 ordinary shares of Total Brain Limited. Sun Hung Kai Global Opportunities Fund was previously the person entitled to be registered as holder but that entitlement was transferred to Sun Hung Kai Strategic Capital Limited in December 2020.

604

page 2/2

15 July 2001

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
N/A	

6. Addresses

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

Name	Address
See Annexure A	

Signature

print name Brendan James McGraw

capacity Director

sign here

Brendan McGraw

date

31/8/2024

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.

Total Brain Limited
ACN 094 069 682

This is Annexure "A" of 1 page
referred to in Form 604 (Notice of change of interests of substantial holder)

Entity	Nature of relevant interest	Address
Sun Hung Kai Global Opportunities Fund	As an associate of Sun Hung Kai Strategic Capital Limited. Sun Hung Kai Global Opportunities Fund is a wholly-owned subsidiary of SHK Asset Management Holding Limited.	PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
SHK Asset Management Holding Limited	As an associate of Sun Hung Kai Strategic Capital Limited. Sun Hung Kai Global Opportunities Fund is a wholly-owned subsidiary of SHK Asset Management Holding Limited.	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands
Sun Hung Kai Strategic Capital Limited	As the person entitled to be registered as holder. SHK Asset Management Holding Limited is a wholly-owned subsidiary of Sun Hung Kai Strategic Capital Limited.	42/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
Shipspace Investments Limited	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth). Sun Hung Kai Strategic Capital Limited is a wholly-owned subsidiary of Shipspace Investments Limited.	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands
Sun Hung Kai & Co. Limited	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth). Shipspace Investments Limited is a wholly-owned subsidiary of Sun Hung Kai & Co. Limited.	42/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong
Allied Properties (H.K.) Limited	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth). Sun Hung Kai & Co. Limited is a subsidiary of Allied Properties (H.K.) Limited.	22/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong
Allied Group Limited	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth). Allied Properties (H.K.) Limited is a subsidiary of Allied Group Limited.	22/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong
Lee and Lee Trust	Pursuant to section 608(3) of the <i>Corporations Act 2001</i> (Cth). The trustees of the Lee and Lee Trust are Mr Lee Seng Hui, Ms Lee Su Hwei and Mr Lee Seng Huang. They, together with the personal interest of Mr Lee Seng Hui, own approximately 74.96% of Allied Group Limited.	c/o 24/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong

Signature

print name Brendan James McGraw

capacity Director

sign here



date

9 / 9 / 2021